FORM 4	4
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(n.:

Check this box if no
longer subject to Section
16. Form 4 or Form 5
obligations may
continue. See
Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of BOWEN KEVIN C	2. Issuer Name and Hillenbrand, Inc.		ading	Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner						
(Last) C/O K-TRON INTI 55 & 553	a potimpa	3. Date of Earliest Tra 12/06/2010	insaction (M	onth/	Day/Year)		XOfficer (give title below) Other (specify below) Pres K-Tron Process Group					
PITMAN, NJ 0807	4	4. If Amendment, Dat	e Original Fi	iled(M	lonth/Day/Year)	6. Individual or Joint/Group FilingCheck Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8) Code	V	4. Securitie (A) or Disp (Instr. 3, 4) Amount	posed of		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		Beneficial Ownership	
Common Stock		12/06/2010		А		14,425 (1)	А	\$ 0	24,425 (2)	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in SEC 1474 (9-02) this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

	(e.g., puts, calls, warrants, options, convertible securities)														
Security	Conversion	(Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	5. Number of Derivative Securities			Date (Month/Day/Year	r)	of Underlying Securities		Derivative Security (Instr. 5)	Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form of Derivative Security: Direct (D) or Indirect (I)	Beneficial Ownership (Instr. 4)
				Code	v	(A)		Exercisable	Expiration Date		Amount or Number of Shares		(Instr. 4)	(Instr. 4)	
Employee Stock Option (Right to Buy)	\$ 19.495	12/06/2010		А		12,823		12/06/2011 ⁽³⁾	12/06/2020 ⁽³⁾	Common Stock	12,823	\$ 0	12,823	D	

Reporting Owners

	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
BOWEN KEVIN C C/O K-TRON INTERNATIONAL, INC. ROUTES 55 & 553 PITMAN, NJ 08071			Pres K-Tron Process Group						

Signatures

Carol A. Roell As Attorney-In-Fact for Kevin C. Bowen

12/06/2010 Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Consists of unvested shares of Restricted Stock subject to vesting conditions based on the Company's financial performance.

(3) The option vests in three equal annual installments beginning on the date indicated.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

⁽²⁾ Includes 14,425 unvested shares of Restricted Stock subject to vesting conditions based on the Company's financial performance.