

# FORM 4

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

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

## 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

(Print or Type Responses)

1. Name and Address of Reporting Person <b>BOHMAN DIANE R</b>			2. Issuer Name and Ticker or Trading Symbol <b>Hillenbrand, Inc. [HI]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>Vice President, Strategy</b>		
(Last) (First) (Middle) <b>ONE BATESVILLE BOULEVARD</b>			3. Date of Earliest Transaction (Month/Day/Year) <b>12/06/2011</b>					
(Street) <b>BATESVILLE, IN 47006</b>			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/06/2011		A		8,704 <u>(1)</u>	A	\$ 22.26	18,160.8695	D	
Common Stock	12/06/2011		F		2,719	D	\$ 22.26	15,441.8695	D	
Common Stock	12/06/2011		C		1,444	A	\$ 22.26	16,885.8695	D	
Common Stock	12/06/2011		F		451	D	\$ 22.26	16,434.8695	D	

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

SEC 1474 (9-02)

**Persons who respond to the collection of information contained in 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)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units (Deferred Stock Award) 12/5/07	<u>(2)</u>	12/06/2011		C		1,444		12/06/2009 <u>(3)</u>	12/06/2012 <u>(3)</u>	Common Stock	1,444	\$ 22.26	1,733	D	
Employee Stock Option (Right to Buy)	\$ 22.26	12/06/2011		A		7,861		12/06/2012 <u>(4)</u>	12/06/2021	Common Stock	7,861	\$ 0	7,861	D	

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOHMAN DIANE R ONE BATESVILLE BOULEVARD BATESVILLE, IN 47006			Vice President, Strategy	

### Signatures

Carol A. Roell as Attorney-in-Fact for Diane R. Bohman	12/08/2011
<small>Signature of Reporting Person</small>	<small>Date</small>

## 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 shares issued upon vesting of performance-based restricted stock units.
- (2) Conversion of Exercise Price of Derivative Securities is 1-for-1
- (3) Restricted stock units vested 20% on 12/6/09; 25% on 12/6/10; and 25% on 12/6/2011. The remaining units will fully vest on 12/6/2012.
- (4) 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.