

# FORM 4

**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

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

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>HILLENBRAND W AUGUST</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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/30/2011</b>		
B - 300 WINDING WAY SUITE 200			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
(Street) <b>BATESVILLE, IN 47006</b>					
(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 of Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

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**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					
Restricted Stock Units (Deferred Stock Award) 2/13/04	(1)	12/30/2011		A	(3)	15		(2)	(2)	Common Stock 15	\$ 22.32	1,758	D	
Restricted Stock Units (Deferred Stock Award) 2/11/05	(1)	12/30/2011		A	(3)	19		(2)	(2)	Common Stock 19	\$ 22.32	2,219	D	
Restricted Stock Units (Deferred Stock Award) 2/13/06	(1)	12/30/2011		A	(3)	19		(2)	(2)	Common Stock 19	\$ 22.32	2,170	D	
Restricted Stock Units (Deferred Stock Award) 2/9/07	(1)	12/30/2011		A	(3)	18		(2)	(2)	Common Stock 18	\$ 22.32	2,125	D	
Restricted Stock Units (Deferred Stock Award) 2/11/08	(1)	12/30/2011		A	(3)	18		(2)	(2)	Common Stock 18	\$ 22.32	2,084	D	
Restricted Stock Units (Deferred Stock Award) 2/11/09	(1)	12/30/2011		A	(3)	45		(2)	(2)	Common Stock 45	\$ 22.32	5,363	D	

Restricted Stock Units (Deferred Stock Award) 2/24/10	(1)	12/30/2011		A(3)	41	(2)	(2)	Common Stock	41	\$ 22.32	4,805	D
Restricted Stock Units (Deferred Stock Award) 2/23/11	(1)	12/30/2011		A(3)	37	(2)	(2)	Common Stock	37	\$ 22.32	4,319	D
RESTRICTED STOCK UNITS CUMULATIVE TOTAL	(1)					(2)	(2)	Common Stock	24,843(6)		24,843(6)	D
Deferred Director Fees	(1)	12/30/2011		A(4)	40	(5)	(5)	Common Stock	40	\$ 22.32	4,778	D

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HILLENBRAND W AUGUST B - 300 WINDING WAY SUITE 200 BATESVILLE, IN 47006	X			

## Signatures

Carol A. Roell As Attorney-In-Fact for W August Hillenbrand		01/04/2012
<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) Conversion or Exercise Price of Derivative Securities is 1-for-1.  
These restricted stock units vest on the date of grant, but delivery of the underlying shares of common stock will occur on the later of one year from the date of the grant, or the six-month anniversary of the date that the Director ceases to be a member of the Board of Directors of the Company. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- (2) Restricted stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- (3) Phantom stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- (4) These stock units will automatically be converted into shares of common stock on the later of the date the Director ceases to be a Member of the Board of Directors of the Company, or January 1, 2012.
- (5) This amount represents the cumulative total of all Restricted Stock Units (deferred stock awards) granted to reporting person. This cumulative total does not represent additional Restricted Stock Units granted to the reporting person, but is merely a total of all awards reported separately on this SEC form 4.

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

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