## FORM 4

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

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

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* HILLENBRAND RAYJ  (Last) (First) (Middle)  606 MAIN STREET  (Street)				Hillenbrand, Inc. [HI]  3. Date of Earliest Transaction (Month/Day/Year) 02/22/2012								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X_ Director																					
																				(Zin)					_								
																		(5)	la.		a. 5									•	-		
(Instr. 3) Date			Execution Date, any			c, if Code (Instr. 8)		(A) or Disposed (Instr. 3, 4 and 5)		Owned Follo Transaction(s (Instr. 3 and 4		owing Reported		Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)																		
Report on a sej	parate line	for each c		Deriva	tive S	Secu	ırities A	.cqui	Persons contained form disp	l in this foolays a cur	rm are not rently valid neficially O	required d OMB co	to respon	nd unless th		1474 (9-02																	
2. Conversion or Exercise Price of Derivative Security	cise (Month/Day/Year)		any	Code		ion	5. Number of				7. Title and Amount of Underlying Securities (Instr. 3 and 4)			Derivative Securities Beneficially Owned Following Reported	Ownersh Form of Derivativ Security: Direct (D or Indirect	Owner (Instr. do )																	
				Co	ode	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares																					
(1)	02/22/	/2012		1	A		4,109		<u>(2)</u>	(2)	Common Stock	4,109	\$ 23.115	4,109	D																		
ting Ov	vners																																
Reporting Owner Name / Relationsh			Relationshi	ps																													
Address	аше/	Director	. 10% Owner	Officer	Oth	ner																											
BRAND RAND STREET	AYJ	X																															
	2. Conversion or Exercise Price of Derivative Security  ting Owner Naddress  BRAND RA	Report on a separate line    Conversion or Exercise Price of Derivative Security   Conversion of Exercise Price of Derivative Security   Conversion or Exercise Price of Derivative Security   Conversion or Exercise Price of Derivative Security   Conversion of Exercise Price of Derivative Pric	Address  BRAND RAYJ  (First)  (Street)  ITY, SD 57701  (State)  Eccurity  2.  (State)  2.  (Conversion or Exercise Price of Derivative Security  (II)  (II)  (II)  (II)  (II)  (II)  (II)  (II)  (III)  (III)  (IIII)  (IIIIIIII	Address  BRAND RAYJ  (First) (Middle)  (First) (Middle)  (First) (Middle)  (Street)  (Street)  (Street)  (Zip)  2. Transaction Date (Month/Day/Year)  Table II -  (I) 02/22/2012  (I) 02/22/2012  (I) 02/22/2012  Report on a separate line for each class of securities any (Month/Day/Year)  (I) 02/22/2012  (I) 02/22/2012	Address  BRAND RAYJ  Hiller  (First)  (Middle)  3. Date (02/22.  (Street)  4. If Ard  (Street)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  2. Conversion of Exercise Price of Derivative Security  (Month/Day/Year)  (Institute of Derivative Security  (Line of Derivative Security Secur	A Hillenbrai (First) (Middle) 3. Date of E (02/22/2012) 4. If Amend (Street) 4. If Amend (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Code (Instr. 8) (Month/Day/Year) (Month/	REPORT ON A SERVICE (First) (Middle) 3. Date of Earlie (02/22/2012    (Street) 4. If Amendment (1TY, SD 57701    (State) (Zip) (Zip) (Amendment (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 8) (Instr. 8) (Code V Month (Month/Day/Year) (M	A Hillenbrand, Inc. [Hillenbrand, Inc. Inc. Inc. Inc. Inc. Inc. Inc. Inc.	Hillenbrand, Inc. [HI]	Hillenbrand, Inc. [HI]  STREET  (Street)  (Street)  (Street)  (Street)  (Street)  (Street)  (Street)  (Street)  (Street)  (An if Amendment, Date Original Filed, Mon Date O	A	Hillenbrand, Inc. [HI]   X   X   X   X   X   X   X   X   X	## A Private of Execution Date (Conversion Date of Execution Date (Co. 2) and (Month/Day/Year) (Month/Day/Ye	Hillenbrand, Inc. [HI]  (State) (Maidle)  (State) (Zap)  Table 1- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 8)  (State) (Zap)  Table 1- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 8)  (Instr. 3, 4 and 5)  (Instr. 3 and 4)  Table 11 - Derivative Securities Acquired (Instr. 8)  Table 11 - Derivative Securities Acquired (Instr. 8)  Table 11 - Derivative Securities Acquired (Instr. 8)  Table 13 - Non-Derivative Securities Acquired (Instr. 8)  (Instr. 3 and 4)  Table 13 - Non-Derivative Securities Acquired (Instr. 8)  Report on a separate line for each class of securities beneficially owned directly or indirectly  Table 11 - Derivative Securities Acquired (Instr. 8)  Table 11 - Non-Derivative Securities Acquired (Instr. 8)  Tab	Hillenbrand, Inc. [HI]  Visit (World)  N STREET  Stree	Hillenbrand, Inc. [HI]   Succession   Check all applicable)   194 Ones   195 Ones   196 One   196 Ones   196																	

### Signatures

Carol A. Roell As Attorney-in-Fact for Ray J. Hillenbrand	02/23/2012
**Signature of Reporting Person	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) Conversion or Exercise Price of Derivative Securities is 1-for-1.
- (2) These stock units vest immediately upon grant. However, delivery of shares will occur on the six month anniversary of the date that the reporting person ceases to be a member of the Board of Directors. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

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.