

# FORM 4

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

| OMB APPROVAL                                   |           |
|--|-----------|
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## 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*<br><b>CAMP KENNETH A</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>Hillenbrand, Inc. [HI]</b>            |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>President &amp; CEO</b> |  |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>06/29/2012</b>                   |  |  |  |  |  |
| <b>ONE BATESVILLE BOULEVARD</b>                                   |         |          |   |  |  |  |  |  |
| (Street)  |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year)                                    |  |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |  |
| <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: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|------------------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price                  |   |  |   |
| Common Stock                    |                                      |  |                                |   |   |            | 417,996 <sup>(6)</sup> | D   |  |   |

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 |   |  |  |  |  | Title |
| Restricted Stock Units (Deferred Stock Award) 12/5/07 | <sup>(1)</sup>   | 06/29/2012                           |  | A <sup>(2)</sup>               |   | 32  |     | 12/06/2009 <sup>(3)</sup>                                | <sup>(3)</sup>  | Common Stock  | 32   | \$ 18.38   | 3,099  | D  |       |
| Restricted Stock Units (Deferred Stock Award) 4/1/08  | <sup>(1)</sup>   | 06/29/2012                           |  | A <sup>(2)</sup>               |   | 26  |     | 04/02/2010 <sup>(4)</sup>                                | <sup>(4)</sup>  | Common Stock  | 26   | \$ 18.38   | 2,575  | D  |       |
| Restricted Stock Units (Deferred Stock Award) 4/29/08 | <sup>(1)</sup>   | 06/29/2012                           |  | A <sup>(2)</sup>               |   | 188   |     | 04/30/2010 <sup>(5)</sup>                                | <sup>(5)</sup>  | Common Stock  | 188  | \$ 18.38   | 18,113   | D  |       |

**Reporting Owners**

| Reporting Owner Name / Address                                     | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| CAMP KENNETH A<br>ONE BATESVILLE BOULEVARD<br>BATESVILLE, IN 47006 | X             |           | President & CEO |       |

## Signatures

|  |  |                     |
|--|--|---------------------|
| Carol A. Roell as Attorney-In-Fact for Kenneth A. Camp |  | 07/03/2012          |
| <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.

(2) Restricted Stock Units are entitled to dividend equivalent rights which accrue on dividend record dates.

Restricted Stock Units vested 20% on 12/6/2009; 25% on 12/6/2010, and 25% on 12/6/2011. The remainder fully vest on 12/6/2012. Stock units will automatically be converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

(3) Restricted Stock Units vested 20% on 4/2/2010, 25% on 4/2/2011 and 25% on 4/2/2012. The remaining units vest on 4/2/2013. Stock units will automatically be converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

(4) Restricted Stock Units vested 25% on 4/30/2010 and 25% on 4/30/2011. The remaining units will vest on 4/30/2013. Stock units will automatically be converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

(5) Includes 272,652 shares and units of Restricted Stock subject to vesting conditions based on the Company's financial performance.

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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