

# 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*<br><b>TAYLOR STUART A II</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<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Other (specify below) |  |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>03/31/2014</b>                   |  |  |  |  |  |
| <b>ONE BATESVILLE BOULEVARD</b>                                       |         |          | 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  |  |  |
| (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.

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. SEC 1474 (9-02)

**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) 2/11/09 | (1)  | 03/31/2014                           |  | A                              |   | 36  |     | (3)  | (3)             | Common Stock 36   | \$ 32.33                                   | 5,774  | D  |  |
| Restricted Stock Units (Deferred Stock Award) 2/24/10 | (1)  | 03/31/2014                           |  | A                              |   | 32  |     | (3)  | (3)             | Common Stock 32   | \$ 32.33                                   | 5,173  | D  |  |
| Restricted Stock Units (Deferred Stock Award) 2/23/11 | (1)  | 03/31/2014                           |  | A                              |   | 28  |     | (3)  | (3)             | Common Stock 28   | \$ 32.33                                   | 4,649  | D  |  |
| Restricted Stock Units (Deferred Stock Award) 2/22/12 | (1)  | 03/31/2014                           |  | A                              |   | 27  |     | (3)  | (3)             | Common Stock 27   | \$ 32.33                                   | 4,423  | D  |  |
| Restricted Stock Units (Deferred Stock Award) 2/27/13 | (1)  | 03/31/2014                           |  | A                              |   | 25  |     | (3)  | (3)             | Common Stock 25   | \$ 32.33                                   | 4,040  | D  |  |
| Restricted Stock Units (Deferred Stock Award) 2/26/14 | (1)  | 03/31/2014                           |  | A                              |   | 19  |     | (3)  | (3)             | Common Stock 19   | \$ 32.33                                   | 3,198  | D  |  |

|   |     |            |  |       |    |  |     |     |              |            |          |            |   |  |
|---|-----|------------|--|-------|----|--|-----|-----|--------------|------------|----------|------------|---|--|
| RESTRICTED STOCK UNITS CUMULATIVE TOTAL | (1) |            |  |       |    |  | (3) | (3) | Common Stock | 27,257 (4) |          | 27,257 (4) | D |  |
| Deferred Director Fees                  | (1) | 03/31/2014 |  | A (2) | 61 |  | (5) | (5) | Common Stock | 61         | \$ 32.33 | 10,207     | D |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| TAYLOR STUART A II<br>ONE BATESVILLE BOULEVARD<br>BATESVILLE, IN 47006 | X             |           |         |       |

## Signatures

|  |  |                     |
|--|--|---------------------|
| By Carol A. Roell As Attorney-In-Fact for Stuart A. Taylor, II |  | 04/02/2014          |
| <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 of 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.
- (3) These stock units vest immediately upon grant. However, delivery of these shares will not occur until the occurrence of one of the following: a change in control of the Company; the reporting person's death or permanent and total disability, or the six-month anniversary of the date the reporting person ceases to be a director of the Company.
- (4) This amount represents 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.
- These stock units will automatically be converted into shares of common stock in two annual installments. The first installment will be made on the date the reporting person ceases to be a
- (5) member of the Board of Directors of the Company. The second installment will be made on the one year anniversary of the date the reporting person ceases to be a member of the Board of Directors.

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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