

HILLENBRAND INDUSTRIES INC
 Form 3
 January 10, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|--|--|---|--|--|---|
| 1. Name and Address of Reporting Person * ^ Dickey John H (Last) (First) (Middle) 700 STATE ROUTE 46 EAST (Street) BATESVILLE, ^ IN ^ 47006 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 01/01/2006 | 3. Issuer Name and Ticker or Trading Symbol HILLENBRAND INDUSTRIES INC [HB] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Vice President, Human Resource | 5. 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 |
|--|--|---|--|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 648 | D | ^ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | Shares | (I) (Instr. 5) | | | |
|---|---------------------------|------------------|-----------------|-------------------|-------------------|---|---|
| Restricted Stock Units (Deferred Stock Award) 12/3/03 5 Yr | 12/04/2005 ⁽¹⁾ | Â ⁽¹⁾ | Common Stock | 1,674 | \$ ⁽²⁾ | D | Â |
| Restricted Stock Units (Deferred Stock Award) 12/15/04 5 Yr | 12/16/2006 ⁽³⁾ | Â ⁽³⁾ | Common Stock | 1,028 | \$ ⁽²⁾ | D | Â |
| Restricted Stock Units (Deferred Stock Award) 12/15/04 5 Yr | 12/16/2006 ⁽³⁾ | Â ⁽³⁾ | Common Stock | 2,056 | \$ ⁽²⁾ | D | Â |
| Restricted Stock Units (Deferred Stock Award) 11/29/05 5 Yr | 12/01/2007 ⁽⁴⁾ | Â ⁽⁴⁾ | Common Stock | 2,012 | \$ ⁽²⁾ | D | Â |
| Employee Stock Option (Right to Buy) 1/18/99 | 01/18/2000 ⁽⁵⁾ | 01/18/2009 | Common Stock | 1,000 | \$ 52.16 | D | Â |
| Employee Stock Option (Right to Buy) 1/15/01 | 01/15/2002 ⁽⁵⁾ | 01/15/2011 | Common Stock | 2,000 | \$ 45.35 | D | Â |
| Employee Stock Option (Right to Buy) 11/9/01 | 11/09/2002 ⁽⁵⁾ | 11/09/2011 | Common Stock | 4,000 | \$ 50.11 | D | Â |
| Employee Stock Option (Right to Buy) 4/9/02 | 04/09/2003 ⁽⁵⁾ | 04/09/2012 | Common Stock | 2,000 | \$ 61.49 | D | Â |
| Employee Stock Option (Right to Buy) 12/4/02 | 12/04/2003 ⁽⁵⁾ | 12/04/2012 | Common Stock | 4,000 | \$ 47.49 | D | Â |
| Employee Stock Option (Right to Buy) 12/3/03 | 12/03/2004 ⁽⁷⁾ | 12/03/2013 | Common Stock | 5,000 | \$ 58.24 | D | Â |
| Employee Stock Option (Right to Buy) 12/15/04 | 09/01/2005 ⁽⁶⁾ | 12/15/2014 | Common Stock | 7,000 | \$ 55.58 | D | Â |
| Employee Stock Option (Right to Buy) 11/30/05 | 11/30/2006 ⁽⁵⁾ | 11/30/2015 | Common Stock | 6,000 | \$ 48.96 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---|-------|
| | Director | 10% Owner | Officer | Other |
| Dickey John H 700 STATE ROUTE 46 EAST BATESVILLE, IN 47006 | Â | Â | Â Vice President, Human Resource | Â |

Signatures

John H. Dickey

01/10/2006

 Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Restricted Stock Units vest 20% on 12/4/05, 25% on 12/4/06, 25% on 12/4/07 and 30% on 12/4/08. 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 date.

(2) Conversion or Exercise Price of Derivative Security is 1-for-1.

(3) Restricted Stock Units vest 20% on 12/16/06, 25% on 12/16/07, 25% on 12/16/08 and 30% on 12/16/09. 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 date.

(4) Restricted Stock Units vest 20% on 12/01/07, 25% on 12/01/08, 25% on 12/01/09 and 30% on 12/01/10. Stock units will automatically be converted into shares of common stock in accordance with respective vesting schedule unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights which accrue on dividend record date.

(5) The option vests in three equal annual installments beginning on the date indicated.

(6) The option vested 100% on 9/1/05.

(7) The option vested 33-1/3% on 12/3/04 and 66-2/3% on 9/1/05.

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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