

CAMP KENNETH A
Form 4
April 03, 2012

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, 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 *
CAMP KENNETH A

(Last) (First) (Middle)

ONE BATESVILLE BOULEVARD

(Street)

BATESVILLE, IN 47006

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Hillenbrand, Inc. [HI]

3. Date of Earliest Transaction (Month/Day/Year)
03/30/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	04/02/2012		C	V	2,124 \$ 22.845	A	415,831 ⁽⁶⁾ D
Common Stock	04/02/2012		F		661 \$ 22.845	D	415,170 ⁽⁶⁾ D

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

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(9-02)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (Deferred Stock Award) 12/5/07	<u>(1)</u>	03/30/2012		<u>A</u> ⁽²⁾	26	12/06/2009 ⁽³⁾	<u>(3)</u>	Common Stock	26
Restricted Stock Units (Deferred Stock Award) 4/1/08	<u>(1)</u>	03/30/2012		<u>A</u> ⁽²⁾	39	04/02/2010 ⁽⁴⁾	<u>(4)</u>	Common Stock	39
Restricted Stock Units (Deferred Stock Award) 4/1/08	<u>(1)</u>	04/02/2012		C	2,124	04/02/2010 ⁽⁴⁾	<u>(4)</u>	Common Stock	2,124
Restricted Stock Units (Deferred Stock Award) 4/29/08	<u>(1)</u>	03/30/2012		<u>A</u> ⁽²⁾	149	04/30/2010 ⁽⁵⁾	<u>(5)</u>	Common Stock	149

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CAMP KENNETH A
ONE BATESVILLE BOULEVARD X President & CEO
BATESVILLE, IN 47006

Signatures

Carol A. Roell as Attorney-In-Fact for Kenneth A. 04/03/2012
Camp

__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) 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.
- (3) 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.
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
- (4) 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) 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.
- (6) Includes 269,826 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. 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.