

DENNIS KIMBERLY K

Form 4/A

April 04, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DENNIS KIMBERLY K

(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)

04/03/2012

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Senior Vice President

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

____X____ 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 Beneficial Ownership (Instr. 4)
Common Stock	04/02/2012		C	V Amount (A) or (D) Price 17,461 A \$ 22.845	64,109 ⁽⁵⁾	D	
Common Stock	04/02/2012		F	5,454 D \$ 22.845	58,655 ⁽⁵⁾	D	

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

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information contained in this form are not
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SEC 1474
(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
Restricted Stock Units (Deferred Stock Award) 5 yr - 4/1/11	(2)	03/30/2012		A ⁽⁴⁾	239	04/02/2012 ⁽¹⁾ 04/02/2016 ⁽¹⁾	Common Stock
Restricted Stock Units (Deferred Stock Award) 5 yr - 4/1/11	(2)	04/02/2012		C	4,304	04/02/2012 ⁽¹⁾ 04/02/2016 ⁽¹⁾	Common Stock
Restricted Stock Units (Deferred Stock Award) 1 yr - 4/1/11	(2)	03/30/2012		A	110	04/02/2012 ⁽³⁾ 04/02/2012 ⁽³⁾	Common Stock
Restricted Stock Units (Deferred Stock Award) 1 yr - 4/1/11	(2)	04/02/2012		C	13,157	04/02/2012 ⁽³⁾ 04/02/2012 ⁽³⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DENNIS KIMBERLY K ONE BATESVILLE BOULEVARD	Senior Vice President

BATESVILLE, IN 47006

Signatures

Carol A. Roell as Attorney-In-Fact for Kimberly K.
Dennis

04/04/2012

____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) Restricted stock units vest 15% on 4/2/12; 15% on 4/2/13; 20% on 4/2/14; 20% on 4/2/15 and 30% on 4/2/16. Stock units are entitled to dividend equivalent rights, which accrue on dividend record date.
- (2) Conversion of Exercise Price of Derivative Security is 1-for-1.
- (3) Restricted stock units vest 100% on 4/2/2012. Stock units are entitled to dividend equivalent rights, which accrue on dividend record date.
- (4) Restricted stock units are entitled to dividend equivalent rights which accrue on dividend record dates.
- (5) Includes 46,648 shares and units of Restricted Stock subject to vesting conditions based on the Company's 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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