

CAMP KENNETH A
Form 4
January 04, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CAMP KENNETH A

2. Issuer Name and Ticker or Trading Symbol
HILLENBRAND INDUSTRIES INC [HB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
700 STATE ROUTE 46E
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2004

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Vice President

BATESVILLE, IN 47006

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	01/03/2005		M ⁽⁶⁾	A	\$ 29.9688	8,942	D
Common Stock	01/03/2005		S	D	\$ 54.66	6,442	D
Common Stock	01/03/2005		A	A	\$ 55.54	6,794	D
Common Stock	01/03/2005		F	D	\$ 55.54	6,689	D

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

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(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 Underlying (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units	\$ 0 ⁽¹⁾	12/31/2004		A ⁽²⁾	13	08/26/2005 08/26/2005	Common Stock
Restricted Stock Units(Deferred Stock)12/3/03(5 yr.)	\$ 0 ⁽¹⁾	12/31/2004		A ⁽²⁾	20	12/04/2005 ⁽³⁾ ⁽³⁾	Common Stock
Restricted Stock Units(Deferred Stock Award)12/3/03(1 yr.)	\$ 0 ⁽¹⁾	12/31/2004		A ⁽²⁾	2	01/03/2005 ⁽⁴⁾ ⁽⁴⁾	Common Stock
Restricted Stock Units(Deferred Stock Award)12/15/04(5 yr)	\$ 0 ⁽¹⁾	12/31/2004		A ⁽²⁾	19	12/16/2006 ⁽⁵⁾ ⁽⁵⁾	Common Stock
Restricted Stock Units(Deferred Stock Award)12/15/04(1 yr)	\$ 0 ⁽¹⁾	12/31/2004		A ⁽²⁾	2	12/16/2005 ⁽⁴⁾ ⁽⁴⁾	Common Stock
Restricted Stock Units(Deferred Stock Award)12/3/03(1 yr.)	\$ 0 ⁽¹⁾	01/03/2005		A	352	01/03/2005 ⁽⁴⁾ ⁽⁴⁾	Common Stock
Employee Stock Option (Right To	\$ 29.9688	01/03/2005		M ⁽⁶⁾	2,500	08/23/2000 08/23/2009	Common Stock

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAMP KENNETH A 700 STATE ROUTE 46E BATESVILLE, IN 47006			Vice President	

Signatures

Kenneth A. _____
Camp 01/04/2005

**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 Security is 1-for-1.

(2) Phantom stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

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 dates.

(4) Restricted Stock Units will automatically be converted into shares of common stock on the vesting date 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 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 dates.

(6) Option exercised pursuant to a 10b5-1 Plan.

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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