

DELUZIO MARK C  
Form 4  
April 02, 2013

**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 \*  
DELUZIO MARK C

(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)

03/29/2013

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)

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 Ownership Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount	(D)	Price

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

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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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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	Derivative Security		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V				
Restricted Stock Units (Deferred Stock Award) 4/30/08	<u>(1)</u>	03/29/2013	A <sup>(2)</sup>	8	<u>(3)</u>	<u>(3)</u>	Common Stock	8
Restricted Stock Units (Deferred Stock Award) 2/11/09)	<u>(1)</u>	03/29/2013	A <sup>(2)</sup>	43	<u>(3)</u>	<u>(3)</u>	Common Stock	43
Restricted Stock Units (Deferred Stock Award) 2/24/10	<u>(1)</u>	03/29/2013	A <sup>(2)</sup>	38	<u>(3)</u>	<u>(3)</u>	Common Stock	38
Restricted Stock Units (Deferred Stock Award) 2/23/11	<u>(1)</u>	03/29/2013	A <sup>(2)</sup>	34	<u>(3)</u>	<u>(3)</u>	Common Stock	34
Restricted Stock Units (Defered Stock Award) 2/22/12	<u>(1)</u>	03/29/2013	A <sup>(2)</sup>	33	<u>(3)</u>	<u>(3)</u>	Common Stock	33
Restricted Stock Units (Deferred Stock Award) 2/27/13	<u>(1)</u>	03/29/2013	A <sup>(2)</sup>	30	<u>(3)</u>	<u>(3)</u>	Common Stock	30
RESTRICTED STOCK UNITS CUMULATIVE TOTAL	<u>(1)</u>				<u>(3)</u>	<u>(3)</u>	Common Stock	24,475 <sup>(4)</sup>
Defered Director Fees	<u>(1)</u>	03/29/2013	A <sup>(2)</sup>	117	<u>(5)</u>	<u>(5)</u>	Common Stock	117

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

X

DELUZIO MARK C  
ONE BATESVILLE BOULEVARD  
BATESVILLE, IN 47006

## Signatures

Carol A. Roell as Attorney-in-Fact for Mark C.  
DeLuzio

04/02/2013

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.  
These stock units vest on the date of grant, but delivery of the underlying shares of common stock will occur on the six month anniversary
- (3) of the date that the director ceases to be a member of the Board of Directors. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.  
This amount represents cumulative total of all Restricted Stock Units (deferred stock awards) granted to reporting person. This
- (4) 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.
- (5) These stock units will automatically be converted into shares of common stock on the six-month anniversary of the date the Director ceases to be a Member of the Board of Directors of the Company, unless a further deferral election has been made.

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.