

Hillenbrand, Inc.
Form 4
April 02, 2008

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 *
DIBASE MICHAEL L

(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)
03/31/2008

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)
VP Batesville Casket Company

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 Beneficial Ownership (Instr. 4)
Common Stock	03/31/2008		C	V Amount 11,711 (1) A \$ 22.305	30,633 (2)	D	
Common Stock	03/31/2008		F	D 3,703 D \$ 22.305	26,930	D	
Common Stock					553 (2)	I	By Daughter (3)

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

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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 Security (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	(4)	03/31/2008		A ⁽⁵⁾	2,201	12/06/2009 ⁽⁶⁾	⁽⁶⁾	Common Stock	2,201
Employee Stock Option (right to buy)	\$ 26.24	03/31/2008		A ⁽⁵⁾	43,520	07/27/1999 ⁽⁷⁾	07/27/2008	Common Stock	43,520
Employee Stock Option (right to buy)	\$ 23.97	03/31/2008		A ⁽⁵⁾	21,760	01/18/2000 ⁽⁷⁾	01/18/2009	Common Stock	21,760
Employee Stock Option (right to buy)	\$ 16.69	03/31/2008		A ⁽⁵⁾	21,760	01/17/2001 ⁽⁷⁾	01/17/2010	Common Stock	21,760
Employee Stock Option (right to buy)	\$ 20.84	03/31/2008		A ⁽⁵⁾	21,760	01/15/2002 ⁽⁷⁾	01/15/2011	Common Stock	21,760
Employee Stock Option (right to buy)	\$ 23.03	03/31/2008		A ⁽⁵⁾	17,408	11/09/2002 ⁽⁷⁾	11/09/2011	Common Stock	17,408

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Employee Stock Option (right to buy)	\$ 28.26	03/31/2008	A ⁽⁵⁾	8,704	04/09/2003 ⁽⁷⁾	04/09/2012	Common Stock	8,704
Employee Stock Option (right to buy)	\$ 21.82	03/31/2008	A ⁽⁵⁾	17,408	12/04/2003 ⁽⁷⁾	12/04/2012	Common Stock	17,408
Employee Stock Option (right to buy)	\$ 26.76	03/31/2008	A ⁽⁵⁾	8,704	12/03/2004 ⁽⁷⁾	12/03/2013	Common Stock	8,704
Employee Stock Option (right to buy)	\$ 25.54	03/31/2008	A ⁽⁵⁾	10,880	12/15/2005 ⁽⁷⁾	12/15/2014	Common Stock	10,880
Employee Stock Option (right to buy)	\$ 22.5	03/31/2008	A ⁽⁵⁾	10,880	11/30/2006 ⁽⁷⁾	11/30/2015	Common Stock	10,880
Employee Stock Option (right to buy)	\$ 26.61	03/31/2008	A ⁽⁵⁾	10,880	11/30/2007 ⁽⁷⁾	11/30/2016	Common Stock	10,880
Employee Stock Option (right to buy)	\$ 24.84	03/31/2008	A ⁽⁵⁾	8,704	12/05/2008 ⁽⁷⁾	12/05/2017	Common Stock	8,704

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DIBEASE MICHAEL L ONE BATESVILLE BOULEVARD BATESVILLE, IN 47006			VP Batesville Casket Company	

Signatures

Carol A. Roell As Attorney-In-Fact for Michael L.
DiBease

04/02/2008

__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) These shares were issued in replacement of Hill-Rom Holdings, Inc. ("Hill-Rom") Restricted Stock Units which had vested in conjunction with the spin off of Hillenbrand, Inc. from Hill-Rom.

On March 31, 2008, Hill-Rom Holdings, Inc. (formerly Hillenbrand Industries, Inc.) distributed all of the shares of common stock of Hillenbrand, Inc. (formerly Batesville Holdings, Inc.) to the shareholders of Hill-Rom Holdings, Inc. in a pro rata distribution. The shares of common stock represent shares received in this distribution.
- (2) Reporting person disclaims beneficial ownership of these securities.

In connection with the distribution described in note (2) above, the reporting person was granted restricted stock awards and stock options in substitution of awards and options previously issued by Hill-Rom. Restricted Stock Units are entitled to dividend equivalent rights which accrue on dividend record dates.
- (3) On March 31, 2008, Hill-Rom Holdings, Inc. (formerly Hillenbrand Industries, Inc.) distributed all of the shares of common stock of Hillenbrand, Inc. (formerly Batesville Holdings, Inc.) to the shareholders of Hill-Rom Holdings, Inc. In connection with the distribution, the reporting person was granted restricted stock awards and stock options in substitution of awards and options previously issued by Hill-Rom.
- (4) Restricted Stock Units vest 20% on 12/6/2009; 25% on 12/6/2010; 25% on 12/6/2011 and 30% on 12/6/2012. 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.
- (5) The option vests in three equal annual installments beginning on the date indicated.
- (6) The option vests in three equal annual installments beginning on the date indicated.
- (7) The option vests in three equal annual installments beginning on the date indicated.

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.