

HILLENBRAND W AUGUST
Form 4/A
October 22, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
HILLENBRAND W AUGUST

(Last) (First) (Middle)

B - 300 WINDING WAY SUITE
200

(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)
04/02/2008

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | (A) or (D) | 326,121 ⁽¹⁾ | D | |
| Common Stock | | | | (A) or (D) | 185,254 ⁽¹⁾ | I | By GRATs ⁽²⁾ |
| Common Stock | | | | (A) or (D) | 48,394 ⁽¹⁾ | I | By Spouse's GRAT ⁽²⁾ |
| Common Stock | | | | (A) or (D) | 71,773 ⁽¹⁾ | I | By Family LLC ⁽²⁾ |
| Common Stock | | | | (A) or (D) | 954,520 ⁽¹⁾ | I | By Trusts ⁽²⁾ |

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| | | | |
|--------------|-----------------------|---|--|
| Common Stock | 37,407 ⁽¹⁾ | I | By Trusts for Grandchildren ⁽²⁾ |
| Common Stock | 8,222 ⁽¹⁾ | I | W August Hillenbrand 2003 Option GRAT ⁽²⁾ |

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 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) 2/13/04 | <u>(3)</u> | 03/31/2008 | | A ⁽⁴⁾ | | 1,528 | | <u>(5)</u> | <u>(5)</u> | Common Stock | 1,528 |
| Restricted Stock Units (Deferred Stock Award) 2/11/05 | <u>(3)</u> | 03/31/2008 | | A ⁽⁴⁾ | | 1,927 | | <u>(5)</u> | <u>(5)</u> | Common Stock | 1,927 |
| Restricted Stock Units (Deferred Stock Award) 2/13/06 | <u>(3)</u> | 03/31/2008 | | A ⁽⁴⁾ | | 1,885 | | <u>(5)</u> | <u>(5)</u> | Common Stock | 1,885 |

| | | | | | | | | |
|---|----------|------------|------------------|--------|------------|------------|-----------------|--------|
| Restricted Stock Units (Deferred Stock Award) 2/9/07 | (3) | 03/31/2008 | A ⁽⁴⁾ | 1,846 | (5) | (5) | Common Stock | 1,846 |
| Restricted Stock Units (Deferred Stock Award) 2/11/08 | (3) | 03/31/2008 | A ⁽⁴⁾ | 1,811 | (5) | (5) | Common Stock | 1,811 |
| Employee Stock Option (right to buy) | \$ 23.97 | 03/31/2008 | A ⁽⁴⁾ | 60,000 | 01/18/2000 | 01/18/2009 | Common Stock | 60,000 |
| Employee Stock Option (right to buy) | \$ 16.69 | 03/31/2008 | A ⁽⁴⁾ | 60,000 | 01/17/2001 | 01/17/2010 | Common Stock | 60,000 |
| Director Stock Option (right to buy) | \$ 21.68 | 03/31/2008 | A ⁽⁴⁾ | 4,000 | 04/11/2002 | 04/11/2011 | Common Stock | 4,000 |
| Director Stock Option (right to buy) | \$ 28.97 | 03/31/2008 | A ⁽⁴⁾ | 4,000 | 04/10/2003 | 04/10/2012 | Common Stock | 4,000 |
| Director Stock Option (right to buy) | \$ 22.3 | 03/30/2008 | A ⁽⁴⁾ | 4,000 | 02/13/2004 | 02/13/2013 | Common Stock | 4,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HILLENBRAND W AUGUST B - 300 WINDING WAY SUITE 200 | X | | | |

BATESVILLE, IN 47006

Signatures

Carol A. Roell As Attorney-In-Fact for W August
Hillenbrand

10/22/2008

__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).

On March 31, 2008, Hill-Rom Holdings, Inc. (formerly Hillenbrand Industries, Inc.) distributed all of the shares of common stock of

- (1) 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.
- (3) Conversion or Exercise Price of Derivative Securities is 1-for-1.

In connection with the distribution described in note (1) above, the reporting person was granted restricted stock awards and stock options

- (4) 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.
- (5) These stock units shall vest on the later of the one year anniversary from the date of grant, or the six-month anniversary of the date that the Director ceases to be a member of the Board of Directors of the Corporation.

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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