

HILLENBRAND W AUGUST
Form 5
October 15, 2009

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
HILLENBRAND W AUGUST

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
Hillenbrand, Inc. [HI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

B - 300 WINDING WAY SUITE
200

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
09/30/2009

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

6. Individual or Joint/Group Reporting

(check applicable line)

BATESVILLE, IN 47006

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | 02/03/2009 | ^ | G | 2,536 D \$ ⁽¹⁾ | 6,520 | D | ^ |
| Common Stock | 02/05/2009 | ^ | G | 92 D \$ ⁽¹⁾ | 52,545 ⁽²⁾ | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ ^ ^ | 0 ⁽²⁾ | I | By GRATS |
| Common Stock | ^ | ^ | ^ | ^ ^ ^ | 10,008 ⁽²⁾ | I | By Spouse |

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| | | | | | | | | | |
|--------------|---|---|---|---|---|---|------------------------|---|--|
| Common Stock | Â | Â | Â | Â | Â | Â | 38,926 ⁽³⁾ | I | By Spouse's GRAT |
| Common Stock | Â | Â | Â | Â | Â | Â | 71,773 | I | By Family LLC ⁽⁴⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 643,187 | I | By Trusts ⁽⁴⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 37,407 | I | By Trusts for Grandchildren ⁽⁴⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 8,222 | I | By W August Hillenbrand 2003 Option GRAT |
| Common Stock | Â | Â | Â | Â | Â | Â | 197,869 ⁽²⁾ | I | By May 1, 2008 GRAT |

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

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SEC 2270 (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) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se O Er Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HILLENBRAND W AUGUST B - 300 WINDING WAY SUITE 200 BATESVILLE, IN 47006 | Â X | Â | Â | Â |

Signatures

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

10/15/2009

__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) Price - Not Applicable.

This amount reflects distributions of shares of common stock to and from the beneficiaries of these GRATS by the Reporting Person and
(2) the Reporting Person's Spouse. Each such distribution qualifies as only a change in the form of Reporting Person's beneficial ownership, and, as such, has not been previously reported.

This amount reflects the distribution of shares of common stock as annuity payment from GRAT to Reporting Person's Spouse. Such
(3) distribution qualifies as only a change in the form of the Reporting Person's beneficial ownership, and, as such, has not been previously reported.

(4) Reporting person disclaims beneficial ownership of these securities.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.