

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-09** | Period of Report: **2013-01-08**  
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### REPORTING OWNER

**Lucchese Cynthia L**

CIK: **1337319**

Type: **4** | Act: **34** | File No.: **001-33794** | Film No.: **13520308**

Mailing Address  
*ONE BATESVILLE  
BOULEVARD  
BATESVILLE IN 47006*

### ISSUER

**Hillenbrand, Inc.**

CIK: **1417398** | IRS No.: **261342272** | State of Incorporation: **IN** | Fiscal Year End: **0930**  
SIC: **3990** Miscellaneous manufacturing industries

Mailing Address  
*ONE BATESVILLE  
BOULEVARD  
BATESVILLE IN 47006*

Business Address  
*ONE BATESVILLE  
BOULEVARD  
BATESVILLE IN 47006  
(812)931-2304*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 <b>Lucchese Cynthia L</b>			2. Issuer Name and Ticker or Trading Symbol <b>Hillenbrand, Inc. [HI]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Senior Vice President &amp; CFO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/08/2013</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
ONE BATESVILLE BOULEVARD			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>BATESVILLE, IN 47006</b>								
(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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	01/08/2013		C		3,252	A \$23.165	79,220 <sup>(1)</sup>	D	
Common Stock	01/08/2013		F		1,226	D \$23.165	77,994 <sup>(1)</sup>	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units (Deferred Stock Award) 1/7/08	<sup>(3)</sup>	01/08/2013		C		3,252		<sup>(2)</sup>	<sup>(2)</sup>	Common Stock	3,252	\$23.165	0	D	

**Explanation of Responses:**

1. Includes 31,965 unvested shares and units of Restricted Stock subject to vesting conditions based on the Company's financial performance.
2. Restricted Stock Units fully vested on 1/8/13.
3. Conversion or Exercise Price of Derivative Securities is 1-for-1.

**Signatures**

[Carol A. Roell as Attorney-In-Fact for Cynthia L. Lucchese](#)

\*\* Signature of Reporting Person

[01/09/2013](#)

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**