

HILLENBRAND INDUSTRIES INC

Form 4/A

November 04, 2005

**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

2. Issuer Name and Ticker or Trading Symbol  
HILLENBRAND INDUSTRIES INC [HB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
700 STATE ROUTE 46E  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/07/2005

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

BATESVILLE, IN 47006

4. If Amendment, Date Original Filed(Month/Day/Year)  
02/14/2005

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 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 (D) Price			
Common Stock	01/07/2005		G	V 1,620 D 5	239,617 (7)	D	
Common Stock					49,304	I	By Family LLC
Common Stock					110,851	I	By Spouse's GRAT (3)
Common Stock					272,443	I	By GRATs
Common Stock					1,532,910	I	By Trusts

Common Stock	302,575	I	By Limited Partnership <sup>(4)</sup>
Common Stock	154,584	I	By Spouse as Co-Trustee <sup>(3)</sup>
Common Stock	442,000	I	Co-Trustee
Common Stock	37,407	I	By Trusts for Grandchildren

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

**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 control number.**

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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Restricted Stock Units (i.e., Deferred Stock Award) 2/11/05	\$ 0 <sup>(1)</sup>	02/11/2005		A <sup>(2)</sup>	1,800	02/12/2006 <sup>(6)</sup> <sup>(6)</sup>	Common Stock	1,800

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HILLENBRAND W AUGUST 700 STATE ROUTE 46E BATESVILLE, IN 47006	X			

## Signatures

W August  
Hillenbrand

11/04/2005

\_\_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 Security is 1-for-1.
- (2) Restricted stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- (3) The reporting person disclaims beneficial ownership of these securities.
- (4) The Reporting Person is only a limited partner and he disclaims beneficial ownership of the securities held by the limited partnership except to the extent of this pecuniary interest.
- (5) Price - Not Applicable.
- (6) These stock units shall vest on the later of the date indicated, or the six-month anniversary of the date that the Director ceases to be a member of the Board of Directors of the Corporation.
- (7) This amendment corrects a calculation error of 208 shares of stock, which was carried forward in subsequently filed forms.

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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