

DENNIS KIMBERLY K
Form 3/A
May 12, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

Â DENNIS KIMBERLY K

(Last) (First) (Middle)

ONE BATESVILLE
BOULEVARD

(Street)

BATESVILLE,Â INÂ 47006

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

04/04/2011

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner

X Officer ___ Other

(give title below) (specify below)

Senior Vice President

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

04/05/2011

6. Individual or Joint/Group

Filing(Check Applicable Line)

X Form filed by One Reporting Person

___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

45,034 ⁽¹⁾

D Â

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

Date Exercisable Expiration Date Title

				Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Restricted Stock Units (Deferred Stock Award) 5 yr - 4/1/11	04/02/2012 ⁽²⁾	Â ⁽²⁾	Common Stock	27,713	\$ ⁽³⁾	D	Â
Restricted Stock Units (Deferred Stock Award) 1 yr - 4/1/11	04/02/2012 ⁽⁴⁾	Â ⁽⁴⁾	Common Stock	12,702	\$ ⁽³⁾	D	Â
Employee Stock Option (Right to Buy)	04/01/2012 ⁽⁵⁾	04/01/2021 ⁽⁵⁾	Common Stock	73,903	\$ 21.65	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DENNIS KIMBERLY K ONE BATESVILLE BOULEVARD BATESVILLE, IN 47006	Â	Â	Â Senior Vice President	Â

Signatures

Carol A. Roell as Attorney-In-Fact for Kimberly K.
Dennis

05/12/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents unvested shares of restricted stock subject to vesting conditions based on the Company's financial performance.
- (2) Restricted stock units vest 15% on 4/2/12; 15% on 4/2/13; 20% on 4/2/14; 20% on 4/2/15 and 30% on 4/2/16. Stock units are entitled to dividend equivalent rights, which accrue on dividend record date.
- (3) Conversion of Exercise Price of Derivative Security is 1-for-1.
- (4) Restricted stock units vest 100% on 4/2/2012. Stock units are entitled to dividend equivalent rights, which accrue on dividend record date.
- (5) 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.