

HILLENBRAND INDUSTRIES INC  
 Form 4  
 April 04, 2006

**FORM 4**

**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).

**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 \*  
**GOLDEN CHARLES E**

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)

**LILLY CORPORATE CENTER, DROPE CODE 1201**

(Street)

**INDIANAPOLIS 46285**

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/31/2006**

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

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

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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Director Fees	<u>(1)</u>	03/31/2006	<u>A<sup>(3)</sup></u>		10		01/04/2011 <sup>(4)</sup>	01/04/2015 <sup>(4)</sup>	Common Stock	10
Restricted Stock Units (Deferred Stock Award) 2/13/04	<u>(1)</u>	03/31/2006	<u>A<sup>(3)</sup></u>		9		02/14/2005 <sup>(2)</sup>	<sup>(2)</sup>	Common Stock	9
Restricted Stock Units (Deferred Stock Award) 2/11/05	<u>(1)</u>	03/31/2006	<u>A<sup>(3)</sup></u>		9		02/12/2006 <sup>(2)</sup>	<sup>(2)</sup>	Common Stock	9
Restricted Stock Units (Deferred Stock Award) 2/13/06	<u>(1)</u>	03/31/2006	<u>A<sup>(3)</sup></u>		9		02/14/2007 <sup>(2)</sup>	<sup>(2)</sup>	Common Stock	9

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDEN CHARLES E LILLY CORPORATE CENTER DROPE CODE 1201 INDIANAPOLIS 46285	X			

## Signatures

Charles E.  
Golden

04/04/2006

    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) 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.
- (3) Restricted Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- (4) All of these phantom stock units will automatically be converted into shares of common stock at 20% each on January 4, 2011, January 4, 2012, January 4, 2013, January 4, 2014, and January 4, 2015, respectively.

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.