

HILLENBRAND INDUSTRIES INC

Form 4

July 02, 2007

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 *
HILLENBRAND JOHN A II

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)

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

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

324 MITCHELL AVENUE

06/29/2007

(Street)

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

BATESVILLE, IN 47006

(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)
Common Stock				(A) or (D)	334,030	D	
Common Stock				(A) or (D)	17,240	I	Spouse ⁽⁴⁾
Common Stock				(A) or (D)	181,336	I	Trustee of Children's Trust ⁽⁴⁾
Common Stock				(A) or (D)	248,000	I	Trustee of Grandchildren's Trust ⁽⁴⁾
				(A) or (D)	72,890	I	

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Common Stock				1991 Grandchildren Trust UTD ⁽⁴⁾
Common Stock	24,024	I		Trustee Great Grandchildren Trust ⁽⁴⁾
Common Stock	100,000	I		Trustee of JAH II 4 Year Grantor Retained Annuity Trust ⁽⁵⁾

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

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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 or Number of Shares (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
Restricted Stock Units (Deferred Stock Award) 2/13/04	<u>(1)</u>	06/29/2007		<u>A</u> ⁽²⁾	6	02/14/2005 ⁽³⁾	<u>(3)</u>	Common Stock	6	\$ 6
Restricted Stock Units (Deferred Stock Award)	<u>(1)</u>	06/29/2007		<u>A</u> ⁽²⁾	8	02/12/2006 ⁽³⁾	<u>(3)</u>	Common Stock	8	\$ 6

2/11/05

Restricted
Stock

Units

(Deferred
Stock

Award)

2/13/06

Restricted
Stock

Units

(Deferred
Stock

Award)

2/9/07

(1)

06/29/2007

A(2)

9

02/14/2007(3)

(3)

Common
Stock

9

\$ 6

(1)

06/29/2007

A(2)

8

02/10/2008(3)

(3)

Common
Stock

8

\$ 6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HILLENBRAND JOHN A II 324 MITCHELL AVENUE BATESVILLE, IN 47006	X			

Signatures

John A.

Hillenbrand II

07/02/2007

**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) 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.

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

On 5/4/07, the reporting person transferred 100,000 shares of common stock previously owned directly by the reporting person to John A.

(5) Hillenbrand II, Trustee of the John A. Hillenbrand II 2007 Four Year Grantor Retained Annuity Trust. This was a change in form of ownership only and the reporting person disclaims beneficial ownership of these securities.

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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