

HILLENBRAND W AUGUST
 Form 5
 November 13, 2012

FORM 5

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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 HILLENBRAND W AUGUST

(Last) (First) (Middle)

B - 300 WINDING WAY SUITE
 200

(Street)

BATESVILLE, IN 47006

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 09/30/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) | Amount or Price | | |
| Common Stock | 01/09/2012 | ^ | G | 2,432 D | \$ ⁽¹⁾ 224,756 | D | ^ |
| Common Stock | 01/10/2012 | ^ | G | 181 D | \$ ⁽¹⁾ 224,575 | D | ^ |
| Common Stock | 09/04/2012 | ^ | J4 | 18,646 ⁽⁷⁾ A | \$ 18.16 ⁽²⁾ 225,078 | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ ^ ^ | 86,586 ⁽³⁾ | I | By Spouse |

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) Price - Not Applicable.

(2) This amount reflects distributions and contribution of shares of common stock to and from GRATS and Trusts. Each such distribution and contribution qualifies as only a change in the form of Reporting Person's beneficial ownership, and, as such, has not been previously reported.

(3) This amount reflects the distribution of shares of common stock as annuity payment from GRATS to Reporting Person's Spouse. Such distribution qualifies as only a change in the form of the Reporting Person's beneficial ownership, and, as such, has not been previously reported.

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

(5) This amount reflects the distribution of shares of common stock to and from these GRATS. Each such distribution qualifies as only a change in the form of the Reporting Person's beneficial ownership, and, as such, has not been previously reported.

(6) Represents liquidation of LLC.

(7) This amount reflects the acquisition of shares of common stock by the reporting person's direct revocable trust as repayment of a loan by a non-affiliated trust made by the reporting person's revocable trust to the non-affiliated trust.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.