

Hillenbrand, Inc.  
 Form 4  
 December 20, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
 Lucchese Cynthia L

(Last) (First) (Middle)

ONE BATESVILLE BOULEVARD

(Street)

BATESVILLE, IN 47006

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/19/2013

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)  
 Senior Vice President & CFO

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 Indirect Beneficial Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |   |
| Common Stock                    | 12/19/2013                           |  | M                              |   | 36,035  | A  | \$ 25.63 85,454                                       | D |
| Common Stock                    | 12/19/2013                           |  | M                              |   | 31,430  | A  | \$ 14.89 116,884                                      | D |
| Common Stock                    | 12/19/2013                           |  | M                              |   | 25,984  | A  | \$ 18.53 142,868                                      | D |
| Common Stock                    | 12/19/2013                           |  | M                              |   | 26,160  | A  | \$ 19.495 169,028                                     | D |
| Common Stock                    | 12/19/2013                           |  | M                              |   | 15,768  | A  | \$ 22.26 184,796                                      | D |

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|              |            |   |         |   |           |         |   |
|--------------|------------|---|---------|---|-----------|---------|---|
| Common Stock | 12/19/2013 | M | 8,970   | A | \$ 20.675 | 193,766 | D |
| Common Stock | 12/19/2013 | S | 144,347 | D | \$ 28.614 | 49,419  | D |

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

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(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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy)       | \$ 25.63   | 12/19/2013                           |  | M                              | 36,035  | 01/07/2009 01/07/2018                                    | Common Stock  | 36,035                     |
| Employee Stock Option (Right to Buy)       | \$ 14.89   | 12/19/2013                           |  | M                              | 31,430  | 12/18/2009 12/18/0018                                    | Common Stock  | 31,430                     |
| Employee Stock Option (Right to Buy)       | \$ 18.53   | 12/19/2013                           |  | M                              | 25,984  | 12/01/2010 12/01/2019                                    | Common Stock  | 25,984                     |
| Employee Stock Option (Right to Buy)       | \$ 19.495  | 12/19/2013                           |  | M                              | 26,160  | 12/06/2011 12/06/2020                                    | Common Stock  | 26,160                     |
| Employee Stock Option                      | \$ 22.26   | 12/19/2013                           |  | M                              | 15,768  | 12/06/2012 <sup>(1)</sup> 12/06/2021                     | Common Stock  | 15,768                     |

(Right to Buy)

Employee Stock

|        |           |            |  |   |       |                           |            |              |       |
|--------|-----------|------------|--|---|-------|---------------------------|------------|--------------|-------|
| Option | \$ 20.675 | 12/19/2013 |  | M | 8,970 | 12/04/2013 <sup>(1)</sup> | 12/04/2022 | Common Stock | 8,970 |
|--------|-----------|------------|--|---|-------|---------------------------|------------|--------------|-------|

(Right to Buy)

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| Lucchese Cynthia L<br>ONE BATESVILLE BOULEVARD<br>BATESVILLE, IN 47006 |               |           | Senior Vice President & CFO |       |

## Signatures

By Carol A. Roell As Attorney-In-Fact for Cynthia L.  
Lucchese

12/20/2013

\_\_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) 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.