HILLENBRAND INDUSTRIES INC

Form 4 July 05, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction 1(b).

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 *

CAMP KENNETH A

(Last) (First) (Middle)

(State)

1069 STATE ROUTE 46E

(Street)

BATESVILLE, IN 47006

2. Issuer Name and Ticker or Trading

Symbol

HILLENBRAND INDUSTRIES INC [HB]

3. Date of Earliest Transaction

(Month/Day/Year) 06/30/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

Person Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

(City)

(Instr. 3)

(Zip)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

Securities Beneficially Owned Following Reported Transaction(s)

5. Amount of

Issuer

below)

Director

Applicable Line)

X_ Officer (give title

6. Ownership 7. Nature of Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

Indirect Ownership (Instr. 4)

SEC 1474

(9-02)

10% Owner

Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Senior Vice President

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

below)

Estimated average

burden hours per

(Instr. 3 and 4)

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

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 Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number Transactionof Code Derivative

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Underlying Securities De (Instr. 3 and 4) Se

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | (In |
|--|------------------------------------|------------|------------------|--------------|---|-----------------------|--------------------|-----------------|--|-----|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units (Deferred Stock) 12/3/03 5 yr. | <u>(1)</u> | 06/30/2006 | | A(4) | 20 | 12/04/2006(2) | (2) | Common Stock | 20 | \$ |
| Restricted Stock Units (Deferred Stock Award) 12/15/04 5 yr | <u>(1)</u> | 06/30/2006 | | A <u>(4)</u> | 22 | 12/16/2006(3) | (3) | Common Stock | 22 | S |
| Restricted Stock Units (Deferred Stock Award) 11/30/05 5 yr | (1) | 06/30/2006 | | A(4) | 22 | 12/01/2007(5) | <u>(5)</u> | Common Stock | 22 | • |
| Restricted Stock Units (Deferred Stock Award) 11/30/05 1 Yr | <u>(1)</u> | 06/30/2006 | | A(4) | 2 | 12/01/2006 <u>(6)</u> | <u>(6)</u> | Common Stock | 2 | 93 |
| Restricted Stock Units (Deferred Stock Award) 3/16/06 | <u>(1)</u> | 06/30/2006 | | A(4) | 110 | 03/17/2007 <u>(7)</u> | <u>(7)</u> | Common Stock | 110 | 93 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CAMP KENNETH A 1069 STATE ROUTE 46E BATESVILLE, IN 47006

Senior Vice President

Signatures

Kenneth A. 07/05/2006

**Signature of
Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- ** 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.
- Restricted Stock Units vest 20% on 12/4/05; 25% on 12/4/06; 25% on 12/4/07; and 30% on 12/4/08. Stock units will automatically be converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- Restricted Stock Units vest 20% on 12/16/06; 25% on 12/16/07; 25% on 12/16/08; and 30% on 12/16/09. Stock units will automatically (3) be converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- (4) Restricted Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- Restricted Stock Units vest 20% on 12/01/07, 25% on 12/01/08, 25% on 12/01/09 and 30% on 12/01/10. Stock units will automatically be converted into shares of common stock in accordance with respective vesting schedule unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights which accrue on dividend record date.
- (6) Restricted Stock Units will automatically be converted into shares of common stock on the vesting date unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights which accrue on dividend record date.
- Restricted Stock Units vest 15% on 3/17/07, 15% on 3/17/08, 15% on 3/17/09 and 55% on 3/17/10. Stock units will automatically be converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral election has been made.

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.

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