HILLENBRAND INDUSTRIES INC

Form 4 July 05, 2006

FORM 4

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

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 * Dickey John H

HILLENBRAND INDUSTRIES INC [HB]

2. Issuer Name and Ticker or Trading

(Last) (First) (Middle)

1069 STATE ROUTE 46 EAST

(Street)

3. Date of Earliest Transaction

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

Symbol

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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

Vice President, Human Resource

Applicable Line)

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

6. Individual or Joint/Group Filing(Check

Person

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

(City) (State)

BATESVILLE, IN 47006

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

(Zip)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 3 and 4)

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

(Instr. 4)

Code V Amount (D) Price

(A)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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. TransactionNumber Code of

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

7. Title and Amount of 8. P. **Underlying Securities** (Instr. 3 and 4)

Der

Seci

Edgar Filing: HILLENBRAND INDUSTRIES INC - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3				(Inst
				Code V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (Deferred Stock Award) 12/3/03	<u>(1)</u>	06/30/2006		A ⁽²⁾	10	12/04/2006 <u>(3)</u>	(3)	Common Stock	10	\$
Restricted Stock Units (Deferred Stock Award) 12/15/04	(I)	06/30/2006		A(2)	6	12/16/2006 <u>(4)</u>	<u>(4)</u>	Common Stock	6	\$
Restricted Stock Units (Deferred Stock Award) 12/15/04	<u>(1)</u>	06/30/2006		A(2)	12	12/16/2006 <u>(4)</u>	<u>(4)</u>	Common Stock	12	\$
Restricted Stock Units (Deferred Stock Award) 11/30/05	<u>(1)</u>	06/30/2006		A(2)	12	11/30/2005 <u>(5)</u>	(5)	Common Stock	12	\$
Restricted Stock Units (Deferred Stock Award) 1/31/06	<u>(1)</u>	06/30/2006		A(2)	13	02/01/2008(6)	(6)	Common Stock	13	\$

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Vice

Dickey John H
1069 STATE ROUTE 46 EAST

BATESVILLE, IN 47006

Relationships

Vice

President,
Human
Resource

Signatures

John H. Dickey 07/05/2006

**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) Restricted Stock Units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- 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.
- 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 be converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral election has been made
- Restricted Stock Units vest 20% on 12/1/07, 25% on 12/1/08, 25% on 12/1/09 and 30% on 12/1/10. 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.
- Restricted Stock Units vest 20% on 2/1/08, 25% on 2/1/09, 25% on 2/1/10 and 30% on 2/1/11. Stock units will automatically be

 (6) 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.

Reporting Owners 3