HILLENBRAND INDUSTRIES INC

Form 4 July 02, 2007

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

2. Issuer Name and Ticker or Trading

HILLENBRAND INDUSTRIES

3. Date of Earliest Transaction

4. If Amendment, Date Original

Symbol

INC [HB]

(Month/Day/Year)

Filed(Month/Day/Year)

06/29/2007

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * Keller Richard G

(First) (Middle)

1069 STATE ROUTE 46 EAST

(Street)

BATESVILLE, IN 47006

(City) (State) (Zip)

1. Title of 2. Transaction Date 2A. Deemed Security (Instr. 3)

(Month/Day/Year)

Execution Date, if (Month/Day/Year)

TransactionAcquired (A) or Code

3.

(Instr. 8)

Disposed of (D)

(Instr. 3, 4 and 5)

4. Securities

Following Reported (A)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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.

Issuer

below)

Person

5. Amount of

Securities

Owned

Beneficially

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

Director

Applicable Line)

X_ Officer (give title

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)

(Instr. 3 and 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

VP, Controller & CAO

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

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

(I)

(Instr. 4)

below)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

Estimated average

burden hours per

7. Title and Amount of 8. Pr **Underlying Securities** Deri Secu

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	Securi Acqui (A) or Dispo of (D) (Instr. 4, and	ities red sed				(Inst
				Code V	V (A) ((D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (Deferred Stock Award) 12/15/04 5 yr	(1)	06/29/2007		A(2)	2	12/16/2007 <u>(3)</u>	(3)	Common Stock	2	\$ 6
Restricted Stock Units (Deferred Stock Award) 11/30/05 5 yr	<u>(1)</u>	06/29/2007		A <u>(2)</u>	3	12/01/2007 <u>(4)</u>	<u>(4)</u>	Common Stock	3	\$ 6
Restricted Stock Units (Deferred Stock Award) 12/3/03 5 yr.	<u>(1)</u>	06/29/2007		A(2)	1	12/04/2007 ⁽⁵⁾	<u>(5)</u>	Common Stock	1	\$ 6
Restricted Stock Units (Deferred Stock Award) 11/30/06 5 Yr.	(1)	06/29/2007		A(2)	4	12/01/2008 <u>(6)</u>	<u>(6)</u>	Common Stock	4	\$ 6

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners 2

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Director 10% Owner Officer Other

Keller Richard G 1069 STATE ROUTE 46 EAST BATESVILLE, IN 47006

VP, Controller & CAO

Signatures

Richard G. 07/02/2007 Keller

**Signature of Date
Reporting Person

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 12/16/06; 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.
- 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.
- Restricted Stock Units vested 20% on 12/4/05; and will vest 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 12/01/08, 25% on 12/01/09, 25% on 12/01/10 and 30% on 12/01/11. 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.

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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