

HILLENBRAND INDUSTRIES INC  
 Form 4  
 January 03, 2008

**FORM 4**

**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).

**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 \*  
**SODERBERG PETER H**

2. Issuer Name and Ticker or Trading Symbol  
**HILLENBRAND INDUSTRIES INC [HB]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**1069 STATE ROUTE 46 EAST**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/31/2007**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**President & CEO**

**BATESVILLE, IN 47006**

(City) (State) (Zip)

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

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount  | (D) | Price |

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

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SEC 1474 (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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|--|---|
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|--|---|

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|   | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8)       | Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | Code | V | (A) | (D) | Date Exercisable          | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
|---|------------------------------------|------------------|------------------|---|------|---|-----|-----|---------------------------|--------------------|-----------------|--|
|   |                                    |                  |                  |   |      |   |     |     |                           |                    |                 |  |
| Restricted<br>Stock Units<br>(Deferred Stock<br>Award) 2/13/04          | <u>(1)</u>                         | 12/31/2007       | A <sup>(2)</sup> | 7   |      |   |     |     | 02/14/2005 <sup>(3)</sup> | <sup>(3)</sup>     | Common<br>Stock | 7                                      |
| Restricted<br>Stock Units<br>(Deferred Stock<br>Award) 2/11/05          | <u>(1)</u>                         | 12/31/2007       | A <sup>(2)</sup> | 10  |      |   |     |     | 02/12/2006 <sup>(3)</sup> | <sup>(3)</sup>     | Common<br>Stock | 10                                     |
| Restricted<br>Stock Units<br>(Deferred Stock<br>Award) 2<br>yr.3/20/06  | <u>(1)</u>                         | 12/31/2007       | A <sup>(2)</sup> | 42  |      |   |     |     | 03/21/2008 <sup>(4)</sup> | <sup>(4)</sup>     | Common<br>Stock | 42                                     |
| Restricted<br>Stock Units<br>(Deferred Stock<br>Award) 5 yr.<br>3/20/06 | <u>(1)</u>                         | 12/31/2007       | A <sup>(2)</sup> | 97  |      |   |     |     | 03/21/2008 <sup>(5)</sup> | <sup>(5)</sup>     | Common<br>Stock | 97                                     |
| Restricted<br>Stock Units<br>(Deferred Stock<br>Award)<br>12/14/06 5 Yr | <u>(1)</u>                         | 12/31/2007       | A <sup>(2)</sup> | 87  |      |   |     |     | 12/15/2008 <sup>(6)</sup> | <sup>(6)</sup>     | Common<br>Stock | 87                                     |
| Restricted<br>Stock Units<br>(Deferred Stock<br>Award) 12/6/07<br>5 Yr  | <u>(1)</u>                         | 12/31/2007       | A <sup>(2)</sup> | 103   |      |   |     |     | 12/07/2009 <sup>(7)</sup> | <sup>(7)</sup>     | Common<br>Stock | 103                                    |

## Reporting Owners

| Reporting Owner Name / Address                | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| SODERBERG PETER H<br>1069 STATE ROUTE 46 EAST |               |           | President & CEO |       |

BATESVILLE, IN 47006

## Signatures

Peter H.  
Soderberg

01/03/2008

\_\_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.
- (3) These stock units shall vest on the later of the date indicated, or the six-month anniversary of the date that the Director ceases to be a member of the Board of Directors of the Corporation.  
  
Restricted Stock Units vest in equal one-third increments on the day after the dates of the six months, twelve months and twenty four months anniversaries of the award date, i.e., 9/21/06, 3/21/07 and 3/21/08. 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.
- (4) Restricted Stock Units vest 20% on 3/21/08, 25% on 3/21/09, 25% on 3/21/10 and 30% on 3/21/11. 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.
- (5) Restricted Stock Units vest 20% on 12/15/08, 25% on 12/15/09, 25% on 12/15/10 and 30% on 12/15/11. 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.
- (6) Restricted Stock Units vest 20% on 12/07/2009, 25% on 12/07/2010, 25% on 12/07/2011 and 30% on 12/07/2012. 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.
- (7)

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.