

HILLENBRAND W AUGUST
 Form 5/A
 November 16, 2010

FORM 5

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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
HILLENBRAND W AUGUST

(Last) (First) (Middle)

**B - 300 WINDING WAY SUITE
 200**

(Street)

BATESVILLE, IN 47006

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
09/30/2010

4. If Amendment, Date Original Filed(Month/Day/Year)
10/22/2010

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(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) | (A) or (D) | 5. Amount or Price | 6. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-----------------------|--|--|---|
| Common Stock | 11/18/2009 | Â | G | 3,180 | D | \$ <u>(1)</u> 109,365 | D | Â | |
| Common Stock | 11/19/2009 | Â | G | 1,250 | D | \$ <u>(1)</u> 108,115 | D | Â | |
| Common Stock | 01/07/2010 | Â | G | 2,600 | D | \$ <u>(1)</u> 105,515 | D | Â | |
| Common Stock | 01/08/2010 | Â | G | 85 | D | \$ <u>(1)</u> 105,430 | D | Â | |

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| | | | | | | | | |
|--------------|------------|---|---|-----|---|---|---|---|
| Common Stock | 01/21/2010 | Â | G | 219 | D | \$ ⁽¹⁾ 92,047 ⁽²⁾ | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â 14,405 ⁽³⁾ | I | By Spouse |
| Common Stock | Â | Â | Â | Â | Â | Â 34,529 ⁽³⁾ | I | By Spouse's GRAT |
| Common Stock | Â | Â | Â | Â | Â | Â 71,773 | I | By Family LLC GRAT ⁽⁴⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â 643,187 | I | By Trusts ⁽⁴⁾ |
| Common Stock | Â | Â | Â | Â | Â | 0 | I | By Trusts for Grandchildren ⁽⁶⁾ |
| Common Stock | Â | Â | Â | Â | Â | 0 ⁽²⁾ | I | By W August Hillenbrand 2003 Option GRAT |
| Common Stock | Â | Â | Â | Â | Â | 300,199 ⁽⁵⁾ | I | Various GRATs (W August Hillenbrand/Oxford GRATs) |

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

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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HILLENBRAND W AUGUST
B - 300 WINDING WAY SUITE 200 X
BATESVILLE, IN 47006

Signatures

Carol A. Roell As Attorney-In-Fact for W August
Hillenbrand

11/16/2010

__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) Price - Not Applicable.

This amount reflects distributions of shares of common stock to and from the beneficiaries of GRATS by the Reporting Person. Each

(2) such distribution qualifies as only a change in the form of Reporting Person's beneficial ownership, and, as such, has not been previously reported.

This amount reflects the distribution of shares of common stock as annuity payment from GRATS to Reporting Person's Spouse. Such

(3) distribution qualifies as only a change in the form of the Reporting Person's beneficial ownership, and, as such, has not been previously reported.

(4) Reporting person disclaims beneficial ownership of these securities.

(5) This amount reflects the distribution of shares of common stock to and from these GRATS. Each such distribution qualifies as only a change in the form of the Reporting Person's beneficial ownership, and, as such, has not been previously reported.

(6) The reporting person no longer beneficially owns securities held by these trusts as he is no longer trustee.

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