

HILLENBRAND INDUSTRIES INC
 Form 4
 January 04, 2006

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 *
 HILLENBRAND W AUGUST

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)
 700 STATE ROUTE 46E
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/30/2005

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

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 or Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/03/2006		A	743 A \$ 49.455	290,638	D	
Common Stock	01/03/2006		F	221 D \$ 49.455	290,417	D	
Common Stock					222,694	I	By GRATs
Common Stock					81,171	I	By Spouse's GRAT (6)
Common Stock					111,440	I	By Family LLC

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Common Stock	1,356,410	I	By Trusts
Common Stock	302,575	I	By Limited Partnership ⁽⁸⁾
Common Stock	154,584	I	By Spouse as Co-Trustee ⁽⁶⁾
Common Stock	442,000	I	Co-Trustee
Common Stock	37,407	I	By Trusts for Grandchildren

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

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(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 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. Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	12/30/2005		A ⁽²⁾	4	<u>(4)</u> <u>(4)</u>	Common Stock	4
Restricted Stock Units (Deferred Stock Award) 2/13/04	<u>(1)</u>	12/30/2005		A ⁽⁵⁾	7	02/14/2005 ⁽³⁾ <u>(3)</u>	Common Stock	7
Restricted Stock Units (Deferred	<u>(1)</u>	12/30/2005		A ⁽⁵⁾	11	02/12/2006 ⁽³⁾ <u>(3)</u>	Common Stock	11

Stock
Award)
2/11/05

Restricted
Stock
Units

(1)

01/03/2006

C

743

(4)

(4)

Common
Stock

743

\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HILLENBRAND W AUGUST 700 STATE ROUTE 46E BATESVILLE, IN 47006	X			

Signatures

W August
Hillenbrand 01/04/2006

 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) Phantom 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.
- (4) A portion of these stock units will automatically be converted into shares of common stock on 1/3/2005 and the remainder will be converted on 1/2/06.
- (5) Restricted Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- (6) The reporting person disclaims beneficial ownership of these securities.
- (8) The Reporting Person is only a limited partner and he disclaims beneficial ownership of the securities held by the limited partnership except to the extent of this pecuniary interest.

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.