

HILLENBRAND INDUSTRIES INC  
 Form 4/A  
 February 28, 2007

**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 RAYJ**

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)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/23/2007**

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

**1069 STATE ROUTE 46E**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
**02/27/2007**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**BATESVILLE, IN 47006**

(City) (State) (Zip)

**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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/23/2007		M	2,000 A \$ 44.3125	120,079	D	
Common Stock	02/23/2007		S	2,000 D \$ 60.088	118,079	D	
Common Stock					222,854	I	Dakota Partnership (2)
Common Stock					128,975	I	Trustee for Dakota Charitable Foundation



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- (1) Conversion or Exercise Price of Derivative Security is 1-for-1.
- (2) Reporting person disclaims beneficial ownership of these securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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