

Hillenbrand, Inc.
Form 4
March 10, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Santerre Jan M.

(Last) (First) (Middle)

ONE BATESVILLE BOULEVARD

(Street)

BATESVILLE, IN 47006

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
Sr. VP., Lean Business

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 Following 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	(D)	Price
Common Stock	03/09/2015		M		12,823	A	\$ 19.495
Common Stock	03/09/2015		M		11,230	A	\$ 22.26
Common Stock	03/09/2015		M		10,222	A	\$ 20.675
Common Stock	03/09/2015		M		3,593	A	\$ 28.155
Common Stock	03/09/2015		S		37,868	D	\$ 30.8104
							(1)

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Common Stock	03/09/2015	S	15,000	D	\$ <u>30.8243</u> (2)	8,692	D
Common Stock	03/10/2015	S	1,000	D	\$ 30.35	7,692	D
Common Stock	03/10/2015	S	1,000	D	\$ 30.44	6,692	D

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 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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 19.495	03/09/2015		M	12,823	12/06/2010	12/06/2020	Common Stock	12,823
Employee Stock Option (Right to Buy)	\$ 22.26	03/09/2015		M	11,230	12/06/2011	12/06/2021	Common Stock	11,230
Employee Stock Option (Right to Buy)	\$ 20.675	03/09/2015		M	10,222	12/04/2012 ⁽³⁾	12/04/2022	Common Stock	10,222
Employee Stock Option (Right to Buy)	\$ 28.155	03/09/2015		M	3,593	12/03/2013 ⁽³⁾	12/03/2023	Common Stock	3,593

