

HILLENBRAND INDUSTRIES INC
 Form 4
 April 01, 2005

FORM 4

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

OMB APPROVAL

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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 *
 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)

3. Date of Earliest Transaction (Month/Day/Year)
 03/31/2005

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

700 STATE ROUTE 46E

(Street)

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

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 Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	04/01/2005		S ⁽⁷⁾	11,714 D \$ 55.0025	332,429	D	
Common Stock					110,851	I	By Spouse's GRAT ⁽⁶⁾
Common Stock					272,443	I	By GRATs
Common Stock					1,532,910	I	By Trusts
Common Stock					302,575	I	By Limited Partnership ⁽⁸⁾

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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
Common Stock	49,304	I	By Family LLC

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Amount or Number of Shares
Phantom Stock Units (Restricted)	<u>(1)</u>	03/31/2005		<u>A</u> ⁽²⁾	4	<u>(4)</u> <u>(4)</u>	Common Stock	4
Restricted Stock Units (i.e. Deferred Stock Award) 2/13/04	<u>(1)</u>	03/31/2005		<u>A</u> ⁽⁵⁾	7	02/14/2005 ⁽³⁾ <u>(3)</u>	Common Stock	7
Restricted Stock Units (i.e. Deferred Stock	<u>(1)</u>	03/31/2005		<u>A</u> ⁽⁵⁾	9	02/12/2006 ⁽³⁾ <u>(3)</u>	Common Stock	9

