

Hillenbrand, Inc.
Form 3
April 10, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â TRAINOR CHRISTOPHER | | | (Month/Day/Year) | Hillenbrand, Inc. [HI] | |
| H | | | 04/02/2015 | | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| ONE BATESVILLE BOULEVARD | | | (Check all applicable) | | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Interim Pres of Op Co | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| BATESVILLE,Â INÂ 47006 | | | | | |
| (City) | (State) | (Zip) | | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 5,161 | D | Â |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|---------------------------|-----------------|--------------|----------------------------|-------------------|---------------------------------------|---|
| Employee Stock Option (Right to Buy) | 12/06/2012 ⁽¹⁾ | 12/06/2021 | Common Stock | 1,857 | \$ 22.26 | D | Â |
| Employee Stock Option (Right to Buy) | 12/04/2013 ⁽¹⁾ | 12/04/2022 | Common Stock | 4,647 | \$ 20.675 | D | Â |
| Employee Stock Option (Right to Buy) | 12/03/2014 ⁽¹⁾ | 12/03/2023 | Common Stock | 4,993 | \$ 28.155 | D | Â |
| Employee Stock Option (right to buy) | 12/03/2015 ⁽¹⁾ | 12/03/2024 | Common Stock | 7,454 | \$ 32.655 | D | Â |
| Restricted Stock Units (Deferred Stock Award) 7/18/12 | 07/19/2015 ⁽²⁾ | 07/19/2016 | Common Stock | 6,758 | \$ ⁽¹⁾ | D | Â |
| Restricted Stock Units (Deferred Stock Award) 12/3/14 | 12/04/2015 ⁽³⁾ | 12/04/2016 | Common Stock | 3,905 | \$ ⁽¹⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TRAINOR CHRISTOPHER H ONE BATESVILLE BOULEVARD BATESVILLE, IN 47006 | Â | Â | Â Interim Pres of Op Co | Â |

Signatures

Carol A. Roell as Attorney-In-Fact for Christopher H. Trainor 04/10/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Options vest in three equal annual installments beginning on the date indicated.
- (2) Restricted stock units vested 20% on 7/19/13; and 25% on 7/19/14. The remaining units vest 25% on 7/19/15 and 30% on 7/19/16. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- (3) Restricted stock units vest 33% on 12/4/15; and 67% on 12/4/16. Stock units are entitled to dividend equivalent rights, which accrue on dividend record date.

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.