## Edgar Filing: HILLENBRAND INDUSTRIES INC - Form 4

HILLENBE Form 4 January 04,	AND INDUSTR	IES INC								
FORM	ЛΔ								PPROVAL	
	UNITED	STATES		RITIES A shington			COMMISSION	OMB Number:	3235-0287	
Check t if no lor subject Section Form 4 Form 5 obligation	Section	NGES IN SECUE	Estimated burden hou response	urs per						
may con See Inst 1(b).	itinue.			•	•	ny Act of 1	of 1935 or Sectio 940	511		
(Print or Type	Responses)									
1. Name and KETCHUN	Symbol	er Name <b>and</b> NBRANI IB]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle) 4561 GULF OF MEXICO DR. #302			3. Date of Earliest Transaction (Month/Day/Year) 12/30/2005				Officer (give titleOther (specify below) below)			
	4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
LONGBO						More than One Reporting				
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Securities A	cquired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities benef	-	-	-	ation of	SEC 1474	
					inform	nation cont	pond to the collect ained in this form and unless the for	are not	SEC 1474 (9-02)	

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

number.

displays a currently valid OMB control

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of	8. Pi
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		,				(Inst
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (Deferred Stock Award) 2/11/05	<u>(1)</u>	12/30/2005		A <u>(3)</u>		11		02/12/2006 <u>(2)</u>	(2)	Common Stock	11	\$ 2

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
	Director	10% Owner	Officer	Other				
KETCHUM MARK D 4561 GULF OF MEXICO DR. #302 LONGBOARD KEY, FL 34228	Х							
Signatures								
Mark D.								

 
 Ketchum
 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) 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.
- (3) Restricted stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

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.