HILLENBRAND INDUSTRIES INC

Form 4 April 04, 2006

FORM 4

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

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 *

Dickey John H

(Last)

(City)

(Instr. 3)

(First)

(Middle)

(Zip)

(Street)

BATESVILLE, IN 47006

700 STATE ROUTE 46 EAST

Symbol HILLENBRAND INDUSTRIES

2. Issuer Name and Ticker or Trading

INC [HB]

3. Date of Earliest Transaction

(Month/Day/Year) 03/31/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below)

Vice President, Human Resource

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ 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 2. Transaction Date 2A. Deemed Security

(Month/Day/Year)

(State)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

5. Amount of Securities Beneficially Owned Following Reported

(Instr. 3 and 4)

Transaction(s)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4)

(Instr. 4)

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

Code V Amount (D) Price

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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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. TransactionNumber Code of

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. P. **Underlying Securities** (Instr. 3 and 4)

Der

Seci

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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) 12/3/03	<u>(1)</u>	03/31/2006		A(2)	8	12/04/2005(3)	(3)	Common Stock	8	\$ 5
Restricted Stock Units (Deferred Stock Award) 12/15/04	<u>(I)</u>	03/31/2006		A(2)	5	12/16/2006(4)	<u>(4)</u>	Common Stock	5	\$ 5
Restricted Stock Units (Deferred Stock Award) 12/15/04	<u>(1)</u>	03/31/2006		A(2)	10	12/16/2006(4)	<u>(4)</u>	Common Stock	10	\$ 5
Restricted Stock Units (Deferred Stock Award) 11/30/05	Ш	03/31/2006		A(2)	10	11/30/2005(5)	<u>(5)</u>	Common Stock	10	\$ 5
Restricted Stock Units (Deferred Stock Award) 1/31/06	<u>(1)</u>	03/31/2006		A(2)	12	02/01/2008(6)	<u>(6)</u>	Common Stock	12	\$ 5

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Dickey John H
700 STATE ROUTE 46 EAST
BATESVILLE, IN 47006

Vice
President,
Human
Resource

Signatures

John H. Dickey 04/04/2006

**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) Restricted Stock Units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- Restricted Stock Units vest 20% on 12/4/05, 25% on 12/4/06, 25% on 12/4/07 and 30% on 12/4/08. Stock units will automatically be converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral election has been
- Restricted Stock Units vest 20% on 12/16/06, 25% on 12/16/07, 25% on 12/16/08 and 30% on 12/16/09. Stock units will automatically be converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral election has been
- Restricted Stock Units vest 20% on 12/1/07, 25% on 12/1/08, 25% on 12/1/09 and 30% on 12/1/10. Stock units will automatically be converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral election has been made.
- Restricted Stock Units vest 20% on 2/1/08, 25% on 2/1/09, 25% on 2/1/10 and 30% on 2/1/11. Stock units will automatically be

 (6) converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral election has been made.

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.

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