

HILLENBRAND INDUSTRIES INC

Form 4

June 14, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0287Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5Check 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 \*  
CLASSON ROLF A2. 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)

14 WOLF HILL TERRACE

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/12/2006☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

(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

MARTINSVILLE, NJ 08836

(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)
			Code	V Amount (D) Price			

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.**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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
---------------------------------------	------------------------------	-----------------------------------------	-----------------------------------------	------------------------	------------------------------------------	----------------------------------------------------------------	---------------------------------------------------------------------

# Edgar Filing: HILLENBRAND INDUSTRIES INC - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
RSU (Def. Stock Award) 2/13/06	<u>(1)</u>	06/12/2006		A <sup>(2)(3)</sup>			1,559 (3)		02/14/2007 <sup>(4)</sup>	<sup>(4)</sup>	Common Stock	1,559 (3)
Dividend 3/31/06 on 2/13/06 RSU	<u>(1)</u>	06/12/2006		A <sup>(2)(5)</sup>			8 <sup>(5)</sup>		02/14/2007 <sup>(4)</sup>	<sup>(4)</sup>	Common Stock	8 <sup>(5)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLASSON ROLF A 14 WOLF HILL TERRACE MARTINSVILLE, NJ 08836			X	

## Signatures

Rolf A. Classon                      06/14/2006

\_\_\_\_Signature of                      Date  
Reporting Person

## 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.  
Reflects the award of a prorated portion of the annual RSU grant to the Chairman of the Board of Directors of the Corporation. Effective March 20, 2006, Ray J. Hillenbrand resigned as Chairman of the Board and Rolf A. Classon became Chairman of the Board. On February 13, 2006, the full amount of the annual RSU grant to the Chairman of the Board was made to Mr. Hillenbrand. The Board of Directors subsequently determined that the annual RSU grant for the Chairman of the Board should have been prorated between Mr. Hillenbrand and Mr. Classon.
- (4) These stock units are payable in shares 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.
- (5) Reflects the award in respect of the RSU award described in Footnote 3 above in connection with the dividend paid by the Corporation on March 31, 2006.

## Edgar Filing: HILLENBRAND INDUSTRIES INC - Form 4

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.