

HILLENBRAND INDUSTRIES INC

Form 4

July 05, 2006

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

OMB APPROVAL

OMB  
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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 \*  
DENNIS KIMBERLY K2. 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)  
1069 STATE ROUTE 46E  
(Street)3. Date of Earliest Transaction  
(Month/Day/Year)  
06/30/2006☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
VP Project Leadership & IT

BATESVILLE, IN 47006

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

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(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<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number<br>of | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|--|------------------------------|---|---|------------------------|-----------------|--|--|
|--|------------------------------|---|---|------------------------|-----------------|--|--|

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|  | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8)       | Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | Code | V | (A) | (D) | Date Exercisable          | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
|--|------------------------------------|------------------|------------------|---|------|---|-----|-----|---------------------------|--------------------|-----------------|--|
|  |                                    |                  |                  |   |      |   |     |     |                           |                    |                 |  |
| Restricted Stock<br>Units(Deferred<br>Stock<br>Award)-12/3/03(5<br>yr.)  | <u>(1)</u>                         | 06/30/2006       | A <sup>(5)</sup> | 10  |      |   |     |     | 12/04/2006 <sup>(2)</sup> | <sup>(2)</sup>     | Common<br>Stock | 10                                     |
| Restricted Stock<br>Units(Deferred<br>Stock<br>Award)12/3/03(5<br>yr.)   | <u>(1)</u>                         | 06/30/2006       | A <sup>(5)</sup> | 3   |      |   |     |     | 12/04/2006 <sup>(2)</sup> | <sup>(2)</sup>     | Common<br>Stock | 3                                      |
| Restricted Stock<br>Units(Deferred<br>Stock<br>Award)-12/15/04(5<br>yr.) | <u>(1)</u>                         | 06/30/2006       | A <sup>(5)</sup> | 16  |      |   |     |     | 12/16/2006 <sup>(4)</sup> | <sup>(4)</sup>     | Common<br>Stock | 16                                     |
| Restricted Stock<br>Units(Deferred<br>Stock<br>Award)-12/15/04(5<br>yr.) | <u>(1)</u>                         | 06/30/2006       | A <sup>(5)</sup> | 2   |      |   |     |     | 12/16/2006 <sup>(4)</sup> | <sup>(4)</sup>     | Common<br>Stock | 2                                      |
| Restricted Stock<br>Units (Deferred<br>Stock Award)<br>11/30/05 5 Yr     | <u>(1)</u>                         | 06/30/2006       | A <sup>(5)</sup> | 23  |      |   |     |     | 12/01/2007 <sup>(6)</sup> | <sup>(6)</sup>     | Common<br>Stock | 23                                     |
| Restricted Stock<br>Units (Deferred<br>Stock Award)<br>11/30/05 5 Yr     | <u>(1)</u>                         | 06/30/2006       | A <sup>(5)</sup> | 2   |      |   |     |     | 12/01/2007 <sup>(6)</sup> | <sup>(6)</sup>     | Common<br>Stock | 2                                      |
| Restricted Stock<br>Units (Deferred<br>Stock Award)<br>11/30/05 1 Yr     | <u>(1)</u>                         | 06/30/2006       | A <sup>(5)</sup> | 2   |      |   |     |     | 12/01/2006 <sup>(3)</sup> | <sup>(3)</sup>     | Common<br>Stock | 2                                      |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                                  |       |
|---|---------------|-----------|----------------------------------|-------|
|   | Director      | 10% Owner | Officer                          | Other |
| DENNIS KIMBERLY K<br>1069 STATE ROUTE 46E<br>BATESVILLE, IN 47006 |               |           | VP Project<br>Leadership &<br>IT |       |

## Signatures

Kimberly K. 07/05/2006  
Dennis

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.

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 made. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

(3) Restricted Stock Units will automatically be converted into shares of common stock on the vesting date unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights which accrue on dividend record dates.

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 made. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

(5) Restricted Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

Restricted Stock Units vest 20% on 12/01/07, 25% on 12/01/08, 25% on 12/01/09 and 30% on 12/01/10. Stock units will automatically be converted into shares of common stock in accordance with respective vesting schedule unless a previous deferral election has been made. 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.

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