HILLENBRAND INDUSTRIES INC

Form 4 July 05, 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 * DENNIS KIMBERLY K

(Last) (First) (Middle)

1069 STATE ROUTE 46E

(Street)

BATESVILLE, IN 47006

2. Issuer Name and Ticker or Trading

Symbol

HILLENBRAND INDUSTRIES INC [HB]

3. Date of Earliest Transaction (Month/Day/Year)

06/30/2006 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

OMB

Number:

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OMB APPROVAL

3235-0287

January 31,

2005

0.5

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

> below) VP Project Leadership & IT

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

Security

(Instr. 3)

(City) (State) (Zip) 1. Title of

2. Transaction Date 2A. Deemed

(Month/Day/Year)

Execution Date, if (Month/Day/Year)

3.

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

(A)

5. Amount of Securities Beneficially Owned Following Reported

(Instr. 3 and 4)

(T) Transaction(s)

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

Ownership (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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 3)

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 Amou Underlying Secur (Instr. 3 and 4)

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

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

DENNIS KIMBERLY K **VP** Project 1069 STATE ROUTE 46E Leadership & IT

BATESVILLE, IN 47006

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 (2) 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.
- 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 unis 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
- (4) 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. 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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