Edgar Filing: HILLENBRAND INDUSTRIES INC - Form 4

| HILLENBR Form 4 July 05, 200 | AND INDUSTR | IES INC | 5 | | | | | | | |
|---|---|--|---|--|---|--|--|--|---|-----|
| FORM | ЛΔ | | | | | | | | PPROVAL | |
| | UNITED | STATES | | RITIES A | | | COMMISSIO | N OMB Number: | 3235-02 | 287 |
| Check the if no lor subject to Section Form 4 Form 5 obligation | so 16. or Filed put | STATEMENT OF CHANGES IN B SECURI Filed pursuant to Section 16(a) of the Section 17(a) of the Public Utility Holdi | | | | | nge Act of 1934, | Estimated a burden hou response | Expires:January 31, 2005Estimated average burden hours per response0.5 | |
| may cor <i>See</i> Inst 1(b). | lunue. | | | • | • | y Act of 1 | | | | |
| (Print or Type | Responses) | | | | | | | | | |
| 1. Name and HILLENB | | 2. Issuer Name and Ticker or Trading Symbol HILLENBRAND INDUSTRIES | | | 5. Relationship of Reporting Person(s) to Issuer | | | | | |
| | | | INC [HB] | | | | (Check all applicable) | | | |
| (Last) (First) (Middle) 1069 STATE ROUTE 46E | | | 3. Date of Earliest Transaction (Month/Day/Year) 06/30/2006 | | | Officer (give title 10% Owner Officer (give title Other (specify below) | | | | |
| (Street) | | | 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 Form filed by More than One Reporting | | | | |
| BATESVII | LLE, IN 47006 | | | | | | Person | More than One Re | eporting | |
| (City) | (State) | (Zip) | Tab | ole I - Non-I | Derivative | Securities A | cquired, Disposed | of, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | | Date, if | 3. Transactio Code (Instr. 8) Code V | 4. Securiti nAcquired (Disposed ((Instr. 3, 4) Amount | (A) or of (D) | 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 o Indirect Beneficial Ownership (Instr. 4) | |
| Reminder: Re | port on a separate line | for each cla | ass of sec | urities benet | ficially own | ed directly o | or indirectly. | | | |
| | | | | | Person inform require | ns who rest ation cont ed to respo ys a curren | pond to the colle ained in this form ond unless the fo ntly valid OMB co | n are not rm | 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 | 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. 3 | | Derivati Securitie Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | es d | | | | (Inst |
|---|------------------------------------|------------|------------------|--------------|---|--|----------------------------------|--------------------|-----------------|--|-------|
| | | | | Code | v | (A) (D |) Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units (Deferred Stock Award) 2/13/06 | <u>(1)</u> | 06/30/2006 | | A <u>(3)</u> | | 11 | 02/14/2007 <u>(2)</u> | <u>(2)</u> | Common Stock | 11 | \$ |
| Restricted Stock Units (Deferred Stock Award) 2/13/04 | <u>(1)</u> | 06/30/2006 | | A <u>(3)</u> | | 8 | 02/14/2005 <u>(2)</u> | <u>(2)</u> | Common Stock | 8 | \$ |
| Restricted Stock Units (Deferred Stock Award) 2/11/05 | <u>(1)</u> | 06/30/2006 | | A <u>(3)</u> | | 11 | 02/12/2006 <u>⁽²⁾</u> | <u>(2)</u> | Common Stock | 11 | \$ |

Reporting Owners

| Reporting Owner Name / Address | | Relationships | | | | | | | |
|---|--------|---------------|--------------|---------|-------|--|--|--|--|
| | | Director | 10% Owner | Officer | Other | | | | |
| HILLENBRAND W AUG 1069 STATE ROUTE 46E BATESVILLE, IN 47006 | | Х | | | | | | | |
| Signatures | | | | | | | | | |
| W August Hillenbrand | 07/05/ | 2006 | | | | | | | |
| <u>**</u> Signature of Reporting Person | Da | ite | | | | | | | |

Reporting Owners

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.