

HILLENBRAND INDUSTRIES INC

Form 4

October 03, 2007

**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 \*  
Golden Charles E2. 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)

7806 MORNINGSIDE LANE

(Street)

INDIANAPOLIS, IN 46240

(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/28/20074. If Amendment, Date Original  
Filed(Month/Day/Year)☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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<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<br>Derivative<br>Security | 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 of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Derivative<br>Security |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|-----------------|----------------------------------------------------------------|---------------------------------------------------------------------|---------------------------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|-----------------|----------------------------------------------------------------|---------------------------------------------------------------------|---------------------------|

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| (Instr. 3)                                                              | 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) |     |     |                           |                    |                 |                                        | (Instr. 9) |
|-------------------------------------------------------------------------|------------------------------------|------------------|------------------|-------------------------------------------------------------------------------------------------|-----|-----|---------------------------|--------------------|-----------------|----------------------------------------|------------|
|                                                                         |                                    |                  | Code             | V                                                                                               | (A) | (D) | Date Exercisable          | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |            |
| Deferred<br>Director<br>Fees                                            | <u>(1)</u>                         | 09/28/2007       | A <sup>(3)</sup> |                                                                                                 | 15  |     | 01/04/2011 <sup>(4)</sup> | <sup>(4)</sup>     | Common<br>Stock | 15                                     | \$ 5       |
| Restricted<br>Stock<br>Units<br>(Deferred<br>Stock<br>Award)<br>2/13/04 | <u>(1)</u>                         | 09/28/2007       | A <sup>(3)</sup> |                                                                                                 | 8   |     | 02/14/2005 <sup>(2)</sup> | <sup>(2)</sup>     | Common<br>Stock | 8                                      | \$ 5       |
| Restricted<br>Stock<br>Units<br>(Deferred<br>Stock<br>Award)<br>2/11/05 | <u>(1)</u>                         | 09/28/2007       | A <sup>(3)</sup> |                                                                                                 | 11  |     | 02/12/2006 <sup>(2)</sup> | <sup>(2)</sup>     | Common<br>Stock | 11                                     | \$ 5       |
| Restricted<br>Stock<br>Units<br>(Deferred<br>Stock<br>Award)<br>2/13/06 | <u>(1)</u>                         | 09/28/2007       | A <sup>(3)</sup> |                                                                                                 | 10  |     | 02/14/2007 <sup>(2)</sup> | <sup>(2)</sup>     | Common<br>Stock | 10                                     | \$ 5       |
| Restricted<br>Stock<br>Units<br>(Deferred<br>Stock<br>Award)<br>2/9/07  | <u>(1)</u>                         | 09/28/2007       | A <sup>(3)</sup> |                                                                                                 | 9   |     | 02/10/2008 <sup>(2)</sup> | <sup>(2)</sup>     | Common<br>Stock | 9                                      | \$ 5       |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

Golden Charles E  
7806 MORNINGSIDE LANE      X  
INDIANAPOLIS, IN 46240

## Signatures

Charles E.  
Golden      10/03/2007

    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) 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.
- (4) All of these phantom stock units will automatically be converted into shares of common stock at 20% each on January 4, 2011, January 4, 2012, January 4, 2013, January 4, 2014, and January 4, 2015, respectively.

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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