

LOUGHREY F JOSEPH

Form 4

April 02, 2019

**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 \*  
LOUGHREY F JOSEPH

(Last) (First) (Middle)

ONE BATESVILLE BOULEVARD

(Street)

BATESVILLE, IN 47006

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

Hillenbrand, Inc. [HI]

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

03/29/2019

4. If Amendment, Date Original  
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ 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 Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|--------------------------------------------------|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                  |                                          |                                         |                                                             |                                      |                               |                                                                |                                                                     |

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|                                                                  | Derivative<br>Security |  | Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | Code             | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
|------------------------------------------------------------------|------------------------|--|-----------------------------------------------------------------------------------|------------------|---|-----|-----|---------------------|--------------------|-----------------|----------------------------------------|
|                                                                  |                        |  |                                                                                   |                  |   |     |     |                     |                    |                 |                                        |
| Restricted Stock<br>Units (Deferred<br>Stock Award)<br>2/11/09   | <u>(1)</u>             |  | 03/29/2019                                                                        | A <sup>(2)</sup> |   | 19  |     | <u>(3)</u>          | <u>(3)</u>         | Common<br>Stock | 19                                     |
| Restricted Stock<br>Units (Deferred<br>Stock Award<br>2/24/10)   | <u>(1)</u>             |  | 03/29/2019                                                                        | A <sup>(2)</sup> |   | 28  |     | <u>(3)</u>          | <u>(3)</u>         | Common<br>Stock | 28                                     |
| Restricted Stock<br>Units (Deferred<br>Stock Award)<br>2/23/11   | <u>(1)</u>             |  | 03/29/2019                                                                        | A <sup>(2)</sup> |   | 25  |     | <u>(3)</u>          | <u>(3)</u>         | Common<br>Stock | 25                                     |
| Restricted Stock<br>Units (Deferred<br>Stock Award)<br>2/22/12   | <u>(1)</u>             |  | 03/29/2019                                                                        | A <sup>(2)</sup> |   | 24  |     | <u>(3)</u>          | <u>(3)</u>         | Common<br>Stock | 24                                     |
| Restricted Stock<br>Units (Deferred<br>Stock Award)<br>2/27/13   | <u>(1)</u>             |  | 03/29/2019                                                                        | A <sup>(2)</sup> |   | 34  |     | <u>(3)</u>          | <u>(3)</u>         | Common<br>Stock | 34                                     |
| Restricted Stock<br>Units (Deferred<br>Stock Award)<br>2/26/14   | <u>(1)</u>             |  | 03/29/2019                                                                        | A <sup>(2)</sup> |   | 32  |     | <u>(3)</u>          | <u>(3)</u>         | Common<br>Stock | 32                                     |
| Restricted Stock<br>Units (Deferred<br>Stock Award<br>2/25/15    | <u>(1)</u>             |  | 03/29/2019                                                                        | A <sup>(2)</sup> |   | 30  |     | <u>(3)</u>          | <u>(3)</u>         | Common<br>Stock | 30                                     |
| Restricted Stock<br>Units (Deferred<br>Stock Award<br>2/24/2016  | <u>(1)</u>             |  | 03/29/2019                                                                        | A <sup>(2)</sup> |   | 35  |     | <u>(3)</u>          | <u>(3)</u>         | Common<br>Stock | 35                                     |
| Restricted Stock<br>Units (Deferred<br>Stock Award)<br>2/22/2017 | <u>(1)</u>             |  | 03/29/2019                                                                        | A <sup>(2)</sup> |   | 22  |     | <u>(3)</u>          | <u>(3)</u>         | Common<br>Stock | 22                                     |

|                                                                  |            |            |                  |    |            |            |                 |                    |
|------------------------------------------------------------------|------------|------------|------------------|----|------------|------------|-----------------|--------------------|
| Restricted Stock<br>Units (Deferred<br>Stock Award)<br>2/15/2018 | <u>(1)</u> | 03/29/2019 | A <sup>(2)</sup> | 18 | <u>(3)</u> | <u>(3)</u> | Common<br>Stock | 18                 |
| Restricted Stock<br>Units (Deferred<br>Stock Award)<br>2/14/2019 | <u>(1)</u> | 03/29/2019 | A <sup>(2)</sup> | 18 | <u>(3)</u> | <u>(3)</u> | Common<br>Stock | 18                 |
| RESTRICTED<br>STOCK UNITS<br>CUMULATIVE<br>TOTAL                 | <u>(1)</u> |            |                  |    | <u>(3)</u> | <u>(3)</u> | Common<br>Stock | 285 <sup>(4)</sup> |

## Reporting Owners

| Reporting Owner Name / Address                                        | Relationships |           |         |       |
|-----------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                       | Director      | 10% Owner | Officer | Other |
| LOUGHREY F JOSEPH<br>ONE BATESVILLE BOULEVARD<br>BATESVILLE, IN 47006 |               |           |         |       |

## Signatures

/s/ Michelle A. Stratton as Attorney-In-Fact for F. Joseph  
Loughrey

04/02/2019

                    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 of Exercise Price of Derivative Securities is 1-for-1.

(2) Restricted Stock Units are entitled to dividend equivalent rights which accrue on dividend record dates.

These stock units vest immediately upon grant. However, for awards granted prior to May 2014, directors must hold the underlying shares of common stock of the Company for six months after they cease serving as a director; for awards granted in May 2014 or later, directors must hold the underlying shares of common stock of the Company for one day after the director ceases serving.

This amount represents the cumulative total of all Restricted Stock Units (deferred stock awards) granted to reporting person. This  
(4) cumulative total does not represent additional Restricted Stock Units granted to the reporting person, but is merely a total of all awards reported separately on this SEC 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.

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