

HILLENBRAND INDUSTRIES INC  
 Form 4  
 April 01, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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**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 \*  
 HILLENBRAND W AUGUST

2. 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)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)

700 STATE ROUTE 46E

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

(Street)

BATESVILLE, IN 47006

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 of Indirect Beneficial Ownership (Instr. 4) |           |   |                                       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|---------------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |           |   |                                       |
| Common Stock                    | 04/01/2005                           |  | S <sup>(7)</sup>               | V   | 11,714  | D  | \$ 55.0025  | 332,429   | D |                                       |
| Common Stock                    |                                      |  |                                |   |   |  |   | 110,851   | I | By Spouse's GRAT <sup>(6)</sup>       |
| Common Stock                    |                                      |  |                                |   |   |  |   | 272,443   | I | By GRATs                              |
| Common Stock                    |                                      |  |                                |   |   |  |   | 1,532,910 | I | By Trusts                             |
| Common Stock                    |                                      |  |                                |   |   |  |   | 302,575   | I | By Limited Partnership <sup>(8)</sup> |

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|              |         |   |  |
|--------------|---------|---|--|
| Common Stock | 154,584 | I | By Spouse as Co-Trustee <sup>(6)</sup> |
| Common Stock | 442,000 | I | Co-Trustee                             |
| Common Stock | 37,407  | I | By Trusts for Grandchildren            |
| Common Stock | 49,304  | I | By Family LLC                          |

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 Security (Instr. 3)                 | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares | 9. Value |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------|
| Phantom Stock Units (Restricted)                           | <u>(1)</u>   | 03/31/2005                           |  | A <sup>(2)</sup>               | 4   | <u>(4)</u> <u>(4)</u>                                    | Common Stock  | 4                             | \$       |
| Restricted Stock Units (i.e. Deferred Stock Award) 2/13/04 | <u>(1)</u>   | 03/31/2005                           |  | A <sup>(5)</sup>               | 7   | 02/14/2005 <sup>(3)</sup> <u>(3)</u>                     | Common Stock  | 7                             | \$       |
| Restricted Stock Units (i.e. Deferred Stock                | <u>(1)</u>   | 03/31/2005                           |  | A <sup>(5)</sup>               | 9   | 02/12/2006 <sup>(3)</sup> <u>(3)</u>                     | Common Stock  | 9                             | \$       |

Award)  
2/11/05

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |              |         |       |
|---|---------------|--------------|---------|-------|
|   | Director      | 10%<br>Owner | Officer | Other |
| HILLENBRAND W AUGUST<br>700 STATE ROUTE 46E<br>BATESVILLE, IN 47006 | X             |              |         |       |

## Signatures

W August  
Hillenbrand                      04/01/2005

\_\_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.
- (2) Phantom stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- (3) 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.
- (4) A portion of these stock units will automatically be converted into shares of common stock on 1/3/2005 and the remainder will be converted on 1/2/06.
- (5) Restricted Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- (6) The reporting person disclaims beneficial ownership of these securities.
- (7) These shares were sold pursuant to a 10(b)5 Plan previously executed by the Insider.
- (8) The Reporting Person is only a limited partner and he disclaims beneficial ownership of the securities held by the limited partnership except to the extent of his pecuniary interest.

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.