

HILLENBRAND INDUSTRIES INC  
 Form 4  
 May 17, 2007

**FORM 4**

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

OMB APPROVAL

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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 RAYJ**

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)

1069 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/15/2007		M	A	\$ 63.25	120,079	D
Common Stock	05/15/2007		M	A	\$ 46.4375	124,079	D
Common Stock	05/15/2007		M	A	\$ 31.75	128,079	D
Common Stock	05/15/2007		M	A	\$ 47.175	132,079	D
Common Stock	05/15/2007		M	A	\$ 63.03	136,079	D

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Common Stock	05/15/2007	M	10,000	A	\$ 48.51	146,079	D	
Common Stock	05/15/2007	S	28,000	D	\$ 66.3805 (3)	118,079	D	
Common Stock						222,854	I	Dakota Partnership (2)
Common Stock						128,975	I	Trustee for Dakota Charitable Foundation (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right to Buy) 4/8/1998	\$ 63.25 (1)	05/15/2007		M	2,000	04/08/1999	04/08/2008	Common Stock	2,000
Director Stock Option (Right to Buy) 4/14/1999	\$ 46.4375 (1)	05/15/2007		M	4,000	04/14/2000	04/14/2009	Common Stock	4,000
Director Stock	\$ 31.75 (1)	05/15/2007		M	4,000	04/12/2001	04/12/2010	Common Stock	4,000

