

HILLENBRAND INDUSTRIES INC  
 Form 4  
 January 03, 2008

**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 \*  
 Golden Charles E

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)  
 12/31/2007

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

7806 MORNINGSIDE LANE

(Street)

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

INDIANAPOLIS, IN 46240

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P...
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Director Fees	<u>(1)</u>	12/31/2007	<u>A</u> <sup>(3)</sup>		14		01/04/2011 <sup>(4)</sup>	<u>(4)</u>	Common Stock	14	\$ 5
Restricted Stock Units (Deferred Stock Award) 2/13/04	<u>(1)</u>	12/31/2007	<u>A</u> <sup>(3)</sup>		7		02/14/2005 <sup>(2)</sup>	<u>(2)</u>	Common Stock	7	\$ 5
Restricted Stock Units (Deferred Stock Award) 2/11/05	<u>(1)</u>	12/31/2007	<u>A</u> <sup>(3)</sup>		9		02/12/2006 <sup>(2)</sup>	<u>(2)</u>	Common Stock	9	\$ 5
Restricted Stock Units (Deferred Stock Award) 2/13/06	<u>(1)</u>	12/31/2007	<u>A</u> <sup>(3)</sup>		9		02/14/2007 <sup>(2)</sup>	<u>(2)</u>	Common Stock	9	\$ 5
Restricted Stock Units (Deferred Stock Award) 2/9/07	<u>(1)</u>	12/31/2007	<u>A</u> <sup>(3)</sup>		10		02/10/2008 <sup>(2)</sup>	<u>(2)</u>	Common Stock	10	\$ 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. 01/03/2008  
Golden

\*\*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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