

HILLENBRAND INDUSTRIES INC
 Form 5
 November 07, 2006

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 09/30/2006

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

1069 STATE ROUTE 46E

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

BATESVILLE, IN 47006

(City) (State) (Zip)

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 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 at end of Issuer's Fiscal Year (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 | 01/17/2006 | Â | G | 1,660 | D | \$ ⁽¹⁾ | 288,757 | D | Â |
| Common Stock | 02/13/2006 | Â | G | 136 | D | \$ ⁽¹⁾ | 288,621 | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 257,807 ⁽²⁾ | I | By GRATs |
| Common Stock | Â | Â | Â | Â | Â | Â | 50,968 ⁽²⁾ | I | By Spouse's GRAT ⁽³⁾ |

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| | | | | | | | | | |
|--------------|------------|---|----|--------|---|------------|----------------|---|-----------------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 106,529 (2) | I | By Family LLC |
| Common Stock | Â | Â | Â | Â | Â | Â | 1,356,410 | I | By Trusts |
| Common Stock | Â | Â | Â | Â | Â | Â | 302,575 | I | By Limited Partnership (4) |
| Common Stock | Â | Â | Â | Â | Â | Â | 154,584 | I | By Spouse as Co-Trustee (3) |
| Common Stock | Â | Â | Â | Â | Â | Â | 442,000 | I | Co-Trustee |
| Common Stock | Â | Â | Â | Â | Â | Â | 37,407 | I | By Trusts for Grandchildren |
| Common Stock | 09/19/2006 | Â | S4 | 8,000 | D | \$ 56.546 | 1,348,410 | I | By Trusts |
| Common Stock | 09/20/2006 | Â | S4 | 17,000 | D | \$ 56.7777 | 1,331,410 | I | By Trusts |

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.

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(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. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HILLENBRAND W AUGUST 1069 STATE ROUTE 46E | Â X | Â | Â | Â |

BATESVILLE, IN 47006

Signatures

W August
Hillenbrand

11/07/2006

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) Price - Not Applicable.

(2) This amount reflects transfers of limited liability company interests to and distributions of limited liability company interests from GRATs of which the Reporting Person (or the Reporting Person's spouse) is the trustee. Each transfer or distribution of limited liability company interests to or from the GRATs qualifies as only a change in the form of the Reporting Person's beneficial ownership and, as such, has not been previously reported.

(3) The Reporting Person disclaims beneficial ownership of these securities.

(4) 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 this pecuniary interest.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.