

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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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 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person *      |                                       |                   |                      |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol |                                |        |                         |                             |            |                    |                                    | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |                      |                        |  |                           |                           |
|--|---------------------------------------|-------------------|----------------------|----------|--|--------------------------------|--------|-------------------------|-----------------------------|------------|--------------------|------------------------------------|---|----------------------|------------------------|--|---------------------------|---------------------------|
| CLOUES EDWARD B II                             |                                       |                   |                      |          | Hillenbrand, Inc. [ HI ]                           |                                |        |                         |                             |            |                    |                                    | ľ   | ( ·· ·· ·rr          | ,                      |  |                           |                           |
| (Last) (First) (Middle)                        |                                       |                   |                      |          | 3. Date of Earliest Transaction (MM/DD/YYYY)       |                                |        |                         |                             |            |                    |                                    |   | X Director 10% Owner |                        |  |                           |                           |
|  |                                       |                   |                      |          |  |                                |        |                         |                             |            |                    |                                    | Officer (give title below) Other (specify below)                        |                      |                        |  |                           |                           |
| ONE BATES                                      |                                       |                   | ARD                  |          |  |                                |        | 12/3                    |                             |            |                    |                                    |   |                      |                        |  |                           |                           |
|  | (Street                               | 1)                |                      |          | 4. If <i>i</i>                                     | Ame                            | endmer | nt, Date O              | rigin                       | al Fil     | ed (MM/DI          | D/YYYY                             | ) (   | 6. Individual o      | or Joint/G             | roup Filing  | (Check Appl               | icable Line)              |
| BATESVILL (City                                | ,                                     |                   |                      |          |  |                                |        |                         |                             |            |                    |                                    | -   | X Form filed by      |                        | rting Person<br>One Reporting F                              | 'erson                    |                           |
|  |                                       | T:                | able I -             | · Non-l  | Deriv  | ativ                           | e Secu | rities Acc              | mire                        | ed. Di     | sposed o           | f. or B                            | ene   | eficially Own        | ed                     |  |                           |                           |
| 1.Title of Security                            |                                       |                   |                      | Trans. D |  |                                |        | 3. Trans. Cod           | -                           |            | arities Acqu       |                                    |   | Amount of Securit    |                        | lly Owned  | 6.                        | 7. Nature                 |
| (Instr. 3)                                     |                                       |                   |                      | ecuti    |  | (Instr. 8)                     |        |                         | posed of (D)<br>3, 4 and 5) |            |                    | lowing Reported 7<br>str. 3 and 4) | fransaction(s)  |                      | Ownership<br>Form:     | of Indirect<br>Beneficial                                    |                           |                           |
|  |                                       |                   |                      |          |  |                                | Ī      |                         |                             | `          |                    |                                    | `   | ,                    |                        |  | Direct (D)<br>or Indirect | Ownership<br>(Instr. 4)   |
|  |                                       |                   |                      |          |  |                                |        | Code                    | v                           | Amou       | (A) or<br>nt (D)   | Price                              |   |                      |                        |  | (I) (Instr.<br>4)         | (111511. 1)               |
|  |                                       |                   |                      |          |  |                                |        | Code                    | •                           | 7111104    | III (B)            | Trice                              |   |                      |                        |  | 1.7                       |                           |
|  | Table                                 | II - Deriva       | ative Se             | ecuriti  | es Be  | nefi                           | cially | Owned (                 | e.g. ,                      | puts       | , calls, wa        | arrants                            | <b>5, 0</b> ]   | ptions, conve        | rtible sec             | urities)   |                           |                           |
| 1. Title of Derivate<br>Security<br>(Instr. 3) | 2.<br>Conversion                      | 3. Trans.<br>Date | 3A. Dee<br>Execution | emed 4.  | Trans.   | Deriv<br>Secur<br>(A) o<br>(D) |        | Number of<br>Derivative |                             |            |                    |                                    |   |                      |                        | 9. Number of derivative                                      | 10.<br>Ownership          | 11. Nature<br>of Indirect |
|  | or Exercise<br>Price of<br>Derivative |                   | Date, if             |          | nstr. 8)   |                                |        | ies Acquired            | Expiration I                |            | Jaic               | Derivative<br>(Instr. 3 and        |   | Security             | Security<br>(Instr. 5) | Securities<br>Beneficially<br>Owned<br>Following<br>Reported | Form of<br>Derivative     | Beneficial<br>Ownership   |
|  |                                       |                   |                      |          |  |                                |        | Disposed of             |                             |            |                    |                                    |   | 14)                  |                        |  | Security:                 | (Instr. 4)                |
|  | Security                              |                   |                      | -        |  | (Instr                         |        | 3, 4 and 5)             | _                           |            |                    |                                    |   | Amount or            |                        |  | Direct (D)<br>or Indirect |                           |
|  |                                       |                   |                      |          | Code   | v                              | (A)    | (D)                     | Date<br>Exerc               | cisable    | Expiration<br>Date | Title                              |   | Number of<br>Shares  |                        | Transaction(s)<br>(Instr. 4)                                 | (I) (Instr.<br>4)         |                           |
| Restricted Stock                               |                                       |                   |                      |          | Couc   | ·                              | (A)    | (D)                     |                             |            |                    |                                    |   | Silares              |                        |  |                           |                           |
| Units (Deferred<br>Stock Award)                | <u>(1)</u>                            | 12/30/2016        |                      | 1        | <u>(2)</u>   |                                | 12     |                         |                             | <u>(3)</u> | <u>(3)</u>         | Comm<br>Stock                      |   | 12                   | \$38.35                | 2464   | D                         |                           |
| 5/14/10<br>Restricted Stock                    |                                       |                   |                      |          |  |                                |        |                         |                             |            |                    |                                    |   |                      |                        |  |                           |                           |
| Units (Deferred                                | <u>(1)</u>                            | 12/30/2016        |                      |          | <u>(2)</u>   |                                | 26     |                         |                             | <u>(3)</u> | <u>(3)</u>         | Comm                               |   | 26                   | \$38.35                | 4984   | D                         |                           |
| Stock Award)<br>2/23/11                        |                                       |                   |                      |          | -  |                                |        |                         |                             |            |                    | Stock                              |   |                      |                        |  |                           |                           |
| Restricted Stock<br>Units (Deferred            | (1)                                   |                   |                      |          | (2)  |                                |        |                         |                             | (2)        | (2)                | Comm                               | on  |                      |                        |  |                           |                           |
| Stock Award)                                   | <u>(1)</u>                            | 12/30/2016        |                      | A        | <b>A</b> (2)                                       |                                | 24     |                         |                             | <u>(3)</u> | <u>(3)</u>         | Stock                              |   | 24                   | \$38.35                | 4740   | D                         |                           |
| 2/22/12<br>Restricted Stock                    |                                       |                   |                      |          |  |                                |        |                         |                             |            |                    |                                    |   |                      |                        |  |                           |                           |
| Units (Deferred<br>Stock Award)                | <u>(1)</u>                            | 12/30/2016        |                      | 1        | <u>(2)</u>   |                                | 22     |                         |                             | <u>(3)</u> | <u>(3)</u>         | Comm                               |   | 22                   | \$38.35                | 4329   | D                         |                           |
| 2/27/13  |                                       |                   |                      |          |  |                                |        |                         |                             |            |                    | 5001                               | •   |                      |                        |  |                           |                           |
| Restricted Stock<br>Units (Deferred            | <u>(1)</u>                            | 12/30/2016        |                      |          | <u>(2)</u>   |                                | 17     |                         |                             | <u>(3)</u> | <u>(3)</u>         | Comm                               | on  | 17                   | \$38.35                | 3426   | D                         |                           |
| Stock Award<br>2/26/14)                        | 3.27                                  | 12/30/2010        |                      | 1        | A 127  |                                | 17     |                         |                             | 121        | 127                | Stock                              |   | 17                   | \$36.33                | 3420   |                           |                           |
| Restricted Stock                               |                                       |                   |                      |          |  |                                |        |                         |                             |            |                    |                                    |   |                      |                        |  |                           |                           |
| Units (Deferred<br>Stock Award 2/25/15         | <u>(1)</u>                            | 12/30/2016        |                      | 1        | <u>(2)</u>   |                                | 17     |                         |                             | <u>(3)</u> | <u>(3)</u>         | Comm<br>Stock                      |   | 17                   | \$38.35                | 3373   | D                         |                           |
| Restricted Stock                               |                                       |                   |                      | +        |  |                                |        |                         |                             |            |                    |                                    |   |                      |                        |  |                           |                           |
| Units (Deferred                                | (1) 12/30/201                         | 12/30/2016        |                      |          | <u>(2)</u>   |                                | 20     |                         |                             | <u>(3)</u> | <u>(3)</u>         | Common                             |   | 20 \$38.35           |                        | 3835   | D                         |                           |
| Stock Award)<br>2/24/2016                      |                                       |                   |                      |          |  |                                |        |                         |                             |            |                    | Stock                              |   |                      |                        |  |                           |                           |
| RESTRICTED<br>STOCK UNITS                      | (1)                                   |                   |                      |          |  |                                |        |                         |                             | (2)        | (2)                | Comm                               | on  | (4)                  |                        | (4)  |                           |                           |
| CUMULATIVE<br>TOTAL                            | <u>(1)</u>                            |                   |                      |          |  |                                |        |                         |                             | (3)        | <u>(3)</u>         | Stock                              |   | 27151 ( <u>4</u> )   |                        | 27151 (4)  | D                         |                           |

## **Explanation of Responses:**

- Conversion of Exercise Price of Derivative Securities is 1-for-1.
- Restricted Stock Units are entitled to dividend equivalent rights which accrue on dividend record dates.

- ( These stock units vest immediately upon grant. However, delivery of these shares will not occur until the occurrence of one of the following: a change in
- 3) control of the Company, the director's death or permanent and total disability, or one day after the date the director ceases to be a director of the Company.
- ( This amount represents cumulative total of all Restricted Stock Units (deferred stock awards) granted to reporting person. This cumulative total does not
- 4) 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.

### **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|--|
| Reporting Owner Name / Address | Director      | 10% Owner | Officer | Other |  |  |  |  |
| CLOUES EDWARD B II             |               |           |         |       |  |  |  |  |
| ONE BATESVILLE BOULEVARD       | X             |           |         |       |  |  |  |  |
| BATESVILLE, IN 47006           |               |           |         |       |  |  |  |  |

#### **Signatures**

By Carol A. Roell As Attorney-In-Fact for Edward B. Cloues II

1/3/2017

\*\* Signature of Reporting Person

Date

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

- \* 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).

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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