

HILLENBRAND INDUSTRIES INC
Form 3
August 12, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Keller Richard G		(Month/Day/Year)	HILLENBRAND INDUSTRIES INC [HB]	
(Last)	(First)	(Middle)	08/04/2005	
700 STATE ROUTE 46 EAST			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
BATESVILLE, IN 47006			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			VP, Controller & CAO	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	0	D	

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Employee Stock Option - Right to Buy (12/4/02)	12/04/2003 ⁽¹⁾	12/04/2012	Common Stock	1,333	\$ 47.49	D	Â
Employee Stock Option - Right to Buy (12/3/03)	12/03/2004 ⁽¹⁾	12/03/2013	Common Stock	1,500	\$ 58.24	D	Â
Employee Stock Option - Right to Buy (12/15/04)	12/15/2005 ⁽¹⁾	12/15/2014	Common Stock	2,500	\$ 55.58	D	Â
Restricted Stock Units (Deferred Stock Award) 12/03/03 5 Yr.	12/04/2005 ⁽²⁾	Â ⁽²⁾	Common Stock	207 ⁽⁵⁾	\$ 58.24 ⁽³⁾	D	Â
Restricted Stock Units (Deferred Stock Award) 12/15/04 5 Yr.	12/16/2006 ⁽⁴⁾	Â ⁽⁴⁾	Common Stock	508 ⁽⁵⁾	\$ 55.58 ⁽³⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Keller Richard G 700 STATE ROUTE 46 EAST BATESVILLE, IN 47006	Â	Â	Â VP, Controller & CAO	Â

Signatures

Richard G. Keller
08/12/2005

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) The option vests in three equal annual installments beginning on the date indicated.
Restricted Stock Units vest 20% on 12/4/05, 25% on 12/04/06, 25% on 12/04/07 and 30% on 12/04/08. Stock units will automatically be
- (2) converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights, which accrue on dividend record date.
- (3) Conversion or Exercise Price of Derivative Security is 1-for-1.
Restricted Stock Units vest 20% on 12/16/06, 25% on 12/16/07, 25% on 12/16/08 and 30% on 12/16/09. Stock units will automatically be
- (4) converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights, which accrue on dividend record date.
- (5) Restricted Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

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.