Hillenbrand, Inc. Form 4/A December 13, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

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if no longer

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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

Common

Stock

12/06/2016

(Print or Type Responses)

1. Name and Address of Reporting Person * RYAN KIMBERLY K			2. Issuer Name and Ticker or Trading Symbol Hillenbrand, Inc. [HI]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
ONE BATESVILLE BOULEVARD			(Month/Day/Year) 12/06/2016					Director 10% Owner Officer (give title Other (specify below) Senior Vice President			
BATESVIL	F	4. If Amendment, Date Original Filed(Month/Day/Year) 12/08/2016					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table I -	Non-D	erivative S	Securi	ties Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if Trai Cod y/Year) (Ins	Transaction(A) or D Code (Instr. 3,			of (D)	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 Beneficial Ownership (Instr. 4)	
Common Stock	12/06/2016		A		12,341 (1)	A	\$ 35.59	56,136.745	D		

6,580

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

D

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

49,556.745

D

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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. Transactic Code (Instr. 8)	5. Number of or 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 Amo Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of S
Employee Stock Option (Right to Buy)	\$ 36.08	12/07/2016		A	24,605	12/07/2017 <u>(2)</u>	12/07/2016 <u>(2)</u>	Common Stock	24

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RYAN KIMBERLY K ONE BATESVILLE BOULEVARD BATESVILLE, IN 47006

Senior Vice President

Signatures

By Carol A. Roell As Attorney-In-Fact for Kimberly K. Ryan

12/13/2016

**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) Consists of shares issued upon vesting of performance-based restricted stock units.
- (2) Options vested in three equal annual installments beginning on the date indicated.

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.

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