

HILLENBRAND INDUSTRIES INC
 Form 5
 November 04, 2005

FORM 5

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

OMB APPROVAL

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 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)
 09/30/2005

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

700 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)	(A) or (D)	Price	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)
Common Stock	01/20/2005	Â	G	65	D	\$ ⁽¹⁾ 289,952	D	Â	
Common Stock	03/09/2005	Â	G	57	D	\$ ⁽¹⁾ 289,895	D	Â	
Common Stock	Â	Â	Â	Â	Â	Â	222,694 ⁽²⁾	I	By GRATs
Common Stock	Â	Â	Â	Â	Â	Â	81,171 ⁽⁷⁾	I	By Spouse's GRAT ⁽³⁾

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Common Stock	Â	Â	Â	Â	Â	Â	111,440 ⁽⁶⁾	I	By Family LLC
Common Stock	Â	Â	Â	Â	Â	Â	1,356,410 ⁽⁴⁾	I	By Trusts
Common Stock	Â	Â	Â	Â	Â	Â	302,575	I	By Limited Partnership ⁽⁵⁾
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

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

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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. 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 700 STATE ROUTE 46E BATESVILLE, IN 47006	Â X	Â	Â	Â

Signatures

W August
Hillenbrand

11/04/2005

__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.

This amount reflects transfers of limited liability company interests to the GRAT of which the Reporting Person is the trustee. Each transfer of limited liability company interests to the GRAT 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 aggregate holdings were reduced by 176,500 shares of stock due to the liquidation of two trusts which were distributed to family members.

(5) 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 his pecuniary interest.

This amount reflects transfers of limited liability company interests to GRATs of which the Reporting Person is the trustee. Each transfer of limited liability company interests to 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.

(7) This amount reflects transfers of limited liability company interests to the GRAT. Each transfer of limited liability company interests to the GRAT qualifies as only a change in the form of ownership and, as such, has not been previously reported. Reporting person disclaims beneficial ownership of these securities.

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.