

Hill-Rom Holdings, Inc.
 Form 4
 April 01, 2010

FORM 4

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

OMB APPROVAL

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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, 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 *
 Golden Charles E

(Last) (First) (Middle)

7806 MORNINGSIDE LANE

(Street)

INDIANAPOLIS, IN 46240

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Hill-Rom Holdings, Inc. [HRC]

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/31/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-------|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | (D) | Price |

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

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SEC 1474 (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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 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) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|---|--|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|---|--|

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| Derivative Security | | Date | Code | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
|---|------------|------------|-------------|--|-----|------------------|-----------------|--------------|----------------------------|---------|
| | | | | (A) | (D) | | | | | |
| Deferred Director Fees | <u>(1)</u> | 03/31/2010 | <u>A(2)</u> | 9 | | <u>(3)</u> | <u>(3)</u> | Common Stock | 9 | \$ 27.2 |
| Restricted Stock Units (Deferred Stock Award) 2/13/04 | <u>(1)</u> | 03/31/2010 | <u>A(2)</u> | 11 | | <u>(4)</u> | <u>(4)</u> | Common Stock | 11 | \$ 27.2 |
| Restricted Stock Units (Deferred Stock Award) 2/11/05 | <u>(1)</u> | 03/31/2010 | <u>A(2)</u> | 14 | | <u>(4)</u> | <u>(4)</u> | Common Stock | 14 | \$ 27.2 |
| Restricted Stock Units (Deferred Stock Award) 2/13/06 | <u>(1)</u> | 03/31/2010 | <u>A(2)</u> | 14 | | <u>(4)</u> | <u>(4)</u> | Common Stock | 14 | \$ 27.2 |
| Restricted Stock Units (Deferred Stock Award) 2/9/07 | <u>(1)</u> | 03/31/2010 | <u>A(2)</u> | 14 | | <u>(4)</u> | <u>(4)</u> | Common Stock | 14 | \$ 27.2 |
| Restricted Stock Units (Deferred Stock Award) | <u>(1)</u> | 03/31/2010 | <u>A(2)</u> | 13 | | <u>(4)</u> | <u>(4)</u> | Common Stock | 13 | \$ 27.2 |

2/11/08

Restricted
Stock

Units

(Deferred

(1)

03/31/2010

A⁽²⁾

13

(4)

(4)

Common
Stock

13

\$ 27.2

Stock

Award)

2/17/09

Restricted
Stock

Units

(Deferred

(1)

03/31/2010

A⁽²⁾

13

(4)

(4)

Common
Stock

13

\$ 27.2

Stock

Award)

3/5/10

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Golden Charles E 7806 MORNINGSIDE LANE INDIANAPOLIS, IN 46240 | | | X | |

Signatures

Donna Isaacs, as Attorney-in-Fact for Charles E.
Golden

04/01/2010

 **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) Conversion or Exercise Price of Derivative Security is 1-for-1.

(2) Restricted Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

(3) All of these phantom stock units will automatically be converted into shares of common stock at 20% each on January 4, 2011, January 4, 2012, January 4, 2013, January 4, 2014, and January 4, 2015, respectively.

(4) These restricted stock units vest on the date of the grant but delivery of the underlying shares of common stock will not occur until the later of one year and one day from the date of the grant, or the six-month anniversary of the date that the Director ceases to be a member of the Board of Directors of the Company.

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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