

Hill-Rom Holdings, Inc.
 Form 4
 March 07, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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

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 *
 GREISCH JOHN J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

TWO PRUDENTIAL PLAZA,
 SUITE 4100, 180 NORTH
 STETSON AVENUE

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/03/2017

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CHICAGO, IL 60601

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	03/03/2017		M		84,782	A	\$ 23.92 301,565	D
Common Stock	03/03/2017		S ⁽¹⁾		84,782	D	\$ 66.176 216,783	D
Common Stock	03/06/2017		M		82,130	A	\$ 23.92 298,913	D
Common Stock	03/06/2017		S ⁽¹⁾		82,130	D	\$ 65.735 216,783	D

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Common Stock	03/07/2017	M	41,075	A	\$ 23.92	257,858	D
Common Stock	03/07/2017	S ⁽¹⁾	41,075	D	\$ 65,454 <u>(4)</u>	216,783	D

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

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(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 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 Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 23.92	03/03/2017		M	84,782	01/08/2011 ⁽⁵⁾ 01/08/2020	Common Stock	84,782
Employee Stock Option (Right to Buy)	\$ 23.92	03/06/2017		M	82,130	01/08/2011 ⁽⁵⁾ 01/08/2020	Common Stock	82,130
Employee Stock Option (Right to Buy)	\$ 23.92	03/07/2017		M	41,075	01/08/2011 ⁽⁵⁾ 01/08/2020	Common Stock	41,075

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
X		Chief Executive Officer	

GREISCH JOHN J
TWO PRUDENTIAL PLAZA, SUITE 4100
180 NORTH STETSON AVENUE
CHICAGO, IL 60601

Signatures

/s/ Ari D. Mintzer as Attorney-in-Fact for John J.
Greisch

03/07/2017

__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) The sales reported on this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on January 31, 2017.
This transaction was executed in multiple trades at prices ranging from \$65.89 to \$66.81. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
 - (3) This transaction was executed in multiple trades at prices ranging from \$65.37 to \$66.09. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
 - (4) This transaction was executed in multiple trades at prices ranging from \$65.06 to \$65.91. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
 - (5) Options vested 25% on each of January 8, 2011, 2012, 2013 and 2014.

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.