Groetelaars John P Form 4 May 16, 2018

FORM 4

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

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)

(Last)

(City)

1.Title of

Security

(Instr. 3)

Common

Stock

1. Name and Address of Reporting Person * Groetelaars John P

> (First) (Middle)

> > (Zip)

(Month/Day/Year) Execution Date, if

2. Transaction Date 2A. Deemed

130 EAST RANDOLPH STREET, SUITE 1000

(Street)

CHICAGO, IL 60601

(State)

2. Issuer Name and Ticker or Trading Symbol

Hill-Rom Holdings, Inc. [HRC]

3. Date of Earliest Transaction (Month/Day/Year) 05/14/2018

4. If Amendment, Date Original

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response...

0.5

10% Owner

Other (specify

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

Issuer

below)

Person

_X__ Director

X_ Officer (give title

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chief Executive Officer

below)

3. 4. Securities 5. Amount of 6. Ownership 7. Nature of TransactionAcquired (A) or Securities Form: Direct Indirect Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Instr. 8) Owned Following (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

0 D

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

(Month/Day/Year)

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.

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

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| 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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisab Date (Month/Day/Year | • | 7. Title and A Underlying So (Instr. 3 and 4 |
|--|---|---|---|---|---|--|-----------------|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Units (05/14/2018) | \$ 0 <u>(1)</u> | 05/14/2018 | | A | 11,505 | 05/15/2021(2) | 05/15/2021(2) | Common Stock |
| Employee Stock Option Award (05/14/2018) 4yr | \$ 89.08 | 05/14/2018 | | A | 39,962 | (3) | 05/14/2028 | Common Stock |
| Employee Stock Option Award (05/14/2018) 3yr | \$ 89.08 | 05/14/2018 | | A | 51,400 | <u>(4)</u> | 05/14/2028 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|-------------------------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| Groetelaars John P 130 EAST RANDOLPH STREET SUITE 1000 CHICAGO, IL 60601 | X | | Chief Executive Officer | | | |

Signatures

/s/ Ari D. Mintzer as Attorney-in-Fact for John P.
Groetelaars

05/16/2018

**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) Restricted stock units convert into common stock on a one-for-one basis.
- (2) Restricted stock units will automatically be converted into shares of common stock on the date indicated unless a previous deferral election is made. Restricted stock units are entitled to dividend equivalent rights which accrue on dividend record dates.

(3) Options vest 25% on each May 14, 2019, 2020, 2021 and 2022.

Reporting Owners 2

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(4) Options vest 34% on May 14, 2019 and 33% on May 14, 2020 and 2021.

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.