

Tucholski Gregory John
Form 3/A
July 02, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Tucholski Gregory John
(Last) (First) (Middle)

1069 STATE ROUTE 46E

(Street)

BATESVILLE,Â INÂ 47006

(City) (State) (Zip)

1. Title of Security
(Instr. 4)

Common Stock

2. Date of Event Requiring Statement

(Month/Day/Year)
04/01/2008

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer ___ Other
(give title below) (specify below)
President, Int'l. & Surgical

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

04/01/2008

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

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned
(Instr. 4)

978

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

D

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Restricted Stock Units (Deferred Stock Award) 12/3/03	12/04/2005 ⁽²⁾	12/04/2008 ⁽²⁾	Common Stock	454	\$ ⁽¹⁾	D	Â
Restricted Stock Units (Deferred Stock Award) 12/15/04	12/16/2006 ⁽³⁾	12/16/2009 ⁽³⁾	Common Stock	1,315	\$ ⁽¹⁾	D	Â
Restricted Stock Units (Deferred Stock Award) 11/30/05	12/01/2007 ⁽⁴⁾	12/01/2010 ⁽⁴⁾	Common Stock	2,183	\$ ⁽¹⁾	D	Â
Restricted Stock Units (Deferred Stock Award) 11/30/06	12/01/2008 ⁽⁵⁾	12/01/2011 ⁽⁵⁾	Common Stock	5,722	\$ ⁽¹⁾	D	Â
Restricted Stock Units (Deferred Stock Award) 12/5/07	12/06/2009 ⁽⁶⁾	12/06/2012 ⁽⁶⁾	Common Stock	6,549	\$ ⁽¹⁾	D	Â
Stock Option Dec. 3, 2003	12/04/2004 ⁽⁷⁾	12/04/2013 ⁽⁷⁾	Common Stock	7,400	\$ 31.48	D	Â
Stock Option Dec. 15, 2004	12/16/2005 ⁽⁷⁾	12/16/2014 ⁽⁷⁾	Common Stock	11,100	\$ 30.04	D	Â
Stock Option Nov. 30, 2005	12/01/2006 ⁽⁷⁾	12/01/2015 ⁽⁷⁾	Common Stock	10,360	\$ 26.46	D	Â
Stock Option Nov. 30, 2006	12/01/2007 ⁽⁷⁾	12/01/2016 ⁽⁷⁾	Common Stock	21,090	\$ 31.3	D	Â
Stock Option Dec. 5, 2007	12/06/2008 ⁽⁷⁾	12/06/2017 ⁽⁷⁾	Common Stock	24,050	\$ 29.22	D	Â
Founders RSU Grant April 1, 2008	04/02/2010 ⁽⁸⁾	04/02/2010 ⁽⁸⁾	Common Stock	30	\$ 25.37	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tucholski Gregory John 1069 STATE ROUTE 46E BATESVILLE, IN 47006	Â	Â	Â President, Int'l. & Surgical	Â

Signatures

Donna Isaacs, as Attorney-in-Fact for Greg Tucholski

07/02/2008

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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.

Restricted Stock Units vest 20% on 12/4/05; 25% on 12/4/06; 25% on 12/4/07; and 30% on 12/4/08. Stock units will automatically be converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

- (3) Restricted Stock Units vest 20% on 12/16/06, 25% on 12/16/07; 25% on 12/16/08 and 30% on 12/16/09. Stock units will automatically be converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights, which accrue on dividend record date.

- (4) Restricted Stock Units vest 20% on 12/1/07, 25% on 12/1/08, 25% on 12/1/09 and 30% on 12/1/10. Stock units will automatically be converted into shares of common stock in accordance with respective vesting schedule unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights which accrue on dividend record date.

- (5) Restricted Stock Units vest 20% on 12/01/08, 25% on 12/01/09, 25% on 12/01/10 and 30% on 12/01/11. Stock units will automatically be converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

- (6) Restricted Stock Units vest 20% on 12/6/09, 25% on 12/6/10, 25% on 12/6/11 and 30% on 12/6/12. Stock units will automatically be converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

- (7) The option vests in three equal annual installments beginning on the date indicated.

- (8) These awards were part of a Founders' Grant of 30 Restricted Stock Units (with approximate value that date of \$761 per employee) to each employee of the Company in connection with the spin-off of the Company's funeral services business.

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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