

Baron Mark David
Form 4
May 14, 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 *
Baron Mark David

(Last) (First) (Middle)
1069 STATE ROUTE 46E
(Street)

BATESVILLE, IN 47006

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/13/2010

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)
Sr. VP, Global Supply Chain

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 05/13/2010 | | M | | 7,400 A \$ 27.09 | D | |
| Common Stock | 05/13/2010 | | M | | 7,400 A \$ 25.67 | D | |
| Common Stock | 05/13/2010 | | M | | 7,400 A \$ 30.04 | D | |
| Common Stock | 05/13/2010 | | M | | 6,659 A \$ 19.39 | D | |
| Common Stock | 05/13/2010 | | M | | 21,090 A \$ 26.46 | D | |

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| | | | | | | | |
|--------------|------------|---|--------|---|------------------------|--------|---|
| Common Stock | 05/13/2010 | M | 15,417 | A | \$ 29.22 | 74,547 | D |
| Common Stock | 05/13/2010 | S | 65,366 | D | \$ 32.21 <u>(7)</u> | 9,181 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Option 11/09/01 | \$ 27.09 | 05/13/2010 | | M | 7,400 | <u>(1)</u> | 11/19/2011 | Common Stock | 7,400 |
| Stock Option 12/04/02 | \$ 25.67 | 05/13/2010 | | M | 7,400 | <u>(2)</u> | 12/04/2012 | Common Stock | 7,400 |
| Stock Option 12/15/04 | \$ 30.04 | 05/13/2010 | | M | 7,400 | <u>(3)</u> | 12/15/2014 | Common Stock | 7,400 |
| Stock Option 12/2/08 | \$ 19.39 | 05/13/2010 | | M | 6,659 | 12/02/2009 ⁽⁴⁾ | 12/02/2018 | Common Stock | 6,659 |
| Stock Option 11/30/05 | \$ 26.46 | 05/13/2010 | | M | 21,090 | <u>(5)</u> | 11/30/2015 | Common Stock | 21,090 |
| Stock Option 12/05/07 | \$ 29.22 | 05/13/2010 | | M | 15,417 | 12/05/2008 ⁽⁶⁾ | 12/05/2017 | Common Stock | 15,417 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Baron Mark David 1069 STATE ROUTE 46E BATESVILLE, IN 47006 | | | Sr. VP, Global Supply Chain | |

Signatures

Donna Isaacs, as Attorney-in-Fact for Mark Baron 05/14/2010

__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) 7400 shares vested in three equal annual installments beginning November 9, 2002.
- (2) 7400 shares vested in three equal annual installments beginning December 4, 2003.
- (3) 7400 shares vested 100% on September 1, 2005.
- (4) Shares vested in four equal annual installments beginning on the date indicated.
- (5) 21,090 shares vested in three equal annual installments beginning November 30, 2006.
- (6) Shares vested in three equal annual installments beginning on the date indicated.

- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.20 to \$32.35 inclusive. The reporting person undertakes to provide Hill-Rom Holdings, Inc., any security holder of Hill-Rom Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (7)

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.