

Keller Richard G  
 Form 4  
 October 04, 2010

**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 \*  
 Keller Richard G

(Last) (First) (Middle)  
 1069 STATE ROUTE 46 EAST  
 (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)  
 09/30/2010

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)  
 VP, Controller & CAO

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | 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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. ... |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|---|--------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|---|--------|

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| (Instr. 3)  | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |     |     |                     |                           |                 |  |
|---|------------------------------------|------------------|------------|---|-----|-----|---------------------|---------------------------|-----------------|--|
|   |                                    |                  | Code       | V   | (A) | (D) | Date<br>Exercisable | Expiration Date           | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Stock<br>Units<br>(Deferred<br>Stock<br>Award)<br>11/30/05 5<br>yr  | <u>(1)</u>                         | 09/30/2010       | A          |   | 1   |     | <u>(2)</u>          | 12/01/2010 <sup>(2)</sup> | Common<br>Stock | 1                                      |
| Restricted<br>Stock<br>Units<br>(Deferred<br>Stock<br>Award)<br>11/30/06 5<br>Yr. | <u>(1)</u>                         | 09/30/2010       | A          |   | 3   |     | <u>(3)</u>          | 12/01/2011 <sup>(3)</sup> | Common<br>Stock | 3                                      |
| Restricted<br>Stock<br>Units<br>(Deferred<br>Stock<br>Award)<br>12/5/07 5<br>Yr.  | <u>(1)</u>                         | 09/30/2010       | A          |   | 6   |     | <u>(4)</u>          | 12/06/2012 <sup>(4)</sup> | Common<br>Stock | 6                                      |
| Restricted<br>Stock<br>Units<br>(Deferred<br>Stock<br>Award)<br>12/2/08 4<br>yr.  | <u>(1)</u>                         | 09/30/2010       | A          |   | 10  |     | <u>(5)</u>          | 12/03/2012 <sup>(5)</sup> | Common<br>Stock | 10                                     |
| Restricted<br>Stock<br>Units<br>(12/3/09)<br>4 yr.                                | <u>(1)</u>                         | 09/30/2010       | A          |   | 8   |     | <u>(6)</u>          | 12/03/2013 <sup>(6)</sup> | Common<br>Stock | 8                                      |

|  |     |            |   |   |     |               |                 |   |    |
|--|-----|------------|---|---|-----|---------------|-----------------|---|----|
| Restricted<br>Stock<br>Units<br>(12/3/09)<br>2 yr. cliff | (1) | 09/30/2010 | A | 1 | (7) | 12/04/2011(7) | Common<br>Stock | 1 | \$ |
|--|-----|------------|---|---|-----|---------------|-----------------|---|----|

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                      |       |
|--|---------------|-----------|----------------------|-------|
|  | Director      | 10% Owner | Officer              | Other |
| Keller Richard G<br>1069 STATE ROUTE 46 EAST<br>BATESVILLE, IN 47006 |               |           | VP, Controller & CAO |       |

## Signatures

|  |            |
|--|------------|
| Donna Isaacs, as Attorney-in-Fact for Richard G.<br>Keller | 10/04/2010 |
| **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.  
Restricted Stock Units vest 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.
- (3) Restricted Stock Units vest 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.
- (4) Restricted Stock Units vest 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.
- (5) Restricted Stock Units vest 50% on 12/3/2010, 25% on 12/3/2011 and 25% on 12/3/2012. 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 25% on 12/4/2010, 25% on 12/4/2011, 25% on 12/4/2012 and 25% on 12/4/2013. 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) Restricted stock units vest on 12/4/2011, and will automatically convert into shares of common stock on such date unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

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.