

Hill-Rom Holdings, Inc.
 Form 4
 April 02, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
CLASSON ROLF A

(Last) (First) (Middle)

14 WOLF HILL TERRACE

(Street)

MARTINSVILLE, NJ 08836

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/31/2008

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|

Edgar Filing: Hill-Rom Holdings, Inc. - Form 4

| Derivative Security | Code | V | (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
|--|------------|---|--|-----|------------------|-------------------------|-------|----------------------------|------------|--------------|-------|
| | | | (A) | (D) | | | | | | | |
| Restricted Stock Units (Deferred Stock Award) 2/13/04 | <u>(1)</u> | | | | 03/31/2008 | <u>A</u> ⁽²⁾ | 10 | 02/14/2005 ⁽³⁾ | <u>(3)</u> | Common Stock | 10 |
| Restricted Stock Units (Deferred Stock Award) 2/11/05 | <u>(1)</u> | | | | 03/31/2008 | <u>A</u> ⁽²⁾ | 11 | 02/12/2006 ⁽³⁾ | <u>(3)</u> | Common Stock | 11 |
| Restricted Stock Units (Deferred Stock Award) 3/20/06 | <u>(1)</u> | | | | 03/31/2008 | <u>A</u> ⁽²⁾ | 21 | 03/21/2007 ⁽³⁾ | <u>(3)</u> | Common Stock | 21 |
| Restricted Stock Units (Deferred Stock Award) 2/9/07 | <u>(1)</u> | | | | 03/31/2008 | <u>A</u> ⁽²⁾ | 20 | 02/10/2008 ⁽³⁾ | <u>(3)</u> | Common Stock | 20 |
| Restricted Stock Units (Deferred Stock Awards) 2/11/08 | <u>(1)</u> | | | | 03/31/2008 | <u>A</u> ⁽²⁾ | 21 | 02/12/2009 ⁽³⁾ | <u>(3)</u> | Common Stock | 21 |
| Restricted Stock Units (Deferred | <u>(1)</u> | | | | 03/31/2008 | <u>J</u> ⁽⁴⁾ | 1,299 | 02/14/2005 ⁽³⁾ | <u>(3)</u> | Common Stock | 1,299 |

Stock
Award)
2/13/04

Restricted
Stock
Units
(Deferred
Stock
Award)
2/11/05

(1) 03/31/2008 J(4) 1,639 02/12/2006(3) (3)

Common
Stock 1,639

Restricted
Stock
Units
(Deferred
Stock
Award)
3/20/06

(1) 03/31/2008 J(4) 2,991 03/21/2007(3) (3)

Common
Stock 2,991

Restricted
Stock
Units
(Deferred
Stock
Award)
2/9/07

(1) 03/31/2008 J(4) 3,053 02/10/2008(3) (3)

Common
Stock 3,053

Restricted
Stock
Units
(Deferred
Stock
Awards)
2/11/08

(1) 03/31/2008 J(4) 2,994 02/12/2009(3) (3)

Common
Stock 2,994

May 17,
02 Stock
Option
Award

\$ 33.28 03/31/2008 J(4) 3,400 05/17/2003 05/17/2012

Common
Stock 3,400

Feb 13, 03
Stock
Option
Award

\$ 26.22 03/31/2008 J(4) 3,400 02/13/2014 02/13/2013

Common
Stock 3,400

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CLASSON ROLF A 14 WOLF HILL TERRACE | X | | | |

MARTINSVILLE, NJ 08836

Signatures

Rolf A. Classon

04/02/2008

__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.

(2) Restricted stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

(3) These stock units shall vest on the later of the date indicated, or the six-month anniversary of the date that the Director ceases to be a member of the Board of Directors of the Corporation.

On March 31, 2008, Hill-Rom Holdings, Inc. (formerly Hillenbrand Industries, Inc.) completed the spin-off of Hillenbrand, Inc. (formerly

(4) Batesville Holdings, Inc.). In connection with the spin-off, equitable adjustments were made to outstanding restricted stock units and stock options.

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.