Hill-Rom Holdings, Inc. Form 4

December 17, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

(Ctata)

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Dickey John H Issuer Symbol Hill-Rom Holdings, Inc. [HRC] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _X__ Officer (give title _ _ Other (specify 1069 STATE ROUTE 46 EAST 12/16/2008 below) Sr. V.P., Human Resources (Street) 4. If Amendment, Date Original 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 BATESVILLE, IN 47006 Person

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, i any (Month/Day/Year)		3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	12/16/2008		С	501	A	\$0	6,145	D	
Common Stock	12/16/2008		F	157	D	\$ 18.46	5,988	D	
Common Stock	12/16/2008		C	1,002	A	\$ 0	6,990	D	
Common Stock	12/16/2008		F	313	D	\$ 18.46	6,677	D	

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 (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 proof 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Award (Deferred Stock Award) 12/15/04 5 Yr	<u>(1)</u>	12/16/2008		С	501	12/16/2008(2)	(2)	Common Stock	501
Restricted Stock Award (12/15/04) 5 Yr	Ш	12/16/2008		С	1,002	12/16/2008(2)	(2)	Common Stock	1,002

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Relationships							
Topolonia o William Communication	Director	10% Owner	Officer	Other				
Dickey John H 1069 STATE ROUTE 46 EAST BATESVILLE, IN 47006			Sr. V.P., Human Resources					
Signatures								
Donna Isaacs, as Attorney-in-Fact for Dickey	John H.	12/17/	2008					

Reporting Owners 2

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) These Restricted Stock Units vest 30% on 12/16/09. Stock units are entitled to dividend equivalent rights, which accrue on dividend record date.

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.