Kao Chaofu Jeffrey Form 4 December 07, 2009

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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obligations

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Kao Chaofu Jeffrey			2. Issuer Name <b>and</b> Ticker or Trading Symbol Hill-Rom Holdings, Inc. [HRC]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
1069 STATE ROUTE 46E			12/03/2009	_X_ Officer (give title Other (specify below)  President, NA Acute Care		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
BATESVILLE	, IN 47006		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (	Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)		d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	12/03/2009		A	7,114 (1)	A	\$ 0	9,316 (2)	D	
Common Stock	12/03/2009		F	2,175	D	\$ 23.26	7,141	D	

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

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# 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. Transactic Code (Instr. 8)	5. Number of onDerivative 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 Underlying Securitic (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (right to buy) 12/3/09	\$ 23.26	12/03/2009		A	25,731	12/03/2010(3)	12/03/2019	Common Stock	25,7
Restricted Stock Units (Def'd Stock Awd) 12/3/09	<u>(4)</u>	12/03/2009		A	11,436	12/04/2010(5)	12/04/2013	Common Stock	11,4

## **Reporting Owners**

Reporting Owner Name / Address	orting Owner Name / Address			Relationships		
	Director	10% Owner	Officer	Other		

Kao Chaofu Jeffrey

1069 STATE ROUTE 46E President, NA Acute Care

BATESVILLE, IN 47006

### **Signatures**

Donna Isaacs, as Attorney-in-Fact for 12/07/2009

\*\*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).

Amount represents shares of Hill-Rom common stock that were issued upon fully vesting of previously awarded performance-based (1) deferred stock shares (otherwise known as restricted stock units). The performance-based deferred stock shares did not constitute derivative securities and therefore were not reported when awarded.

**(2)** 

Reporting Owners 2

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Amount includes 997 shares of Hill-Rom common stock purchased pursuant to the Hill-Rom Holdings, Inc. Employee Stock Purchase Plan.

- (3) The option vests in four equal annual installments beginning on the date indicated.
- (4) Conversion or Exercise Price of Derivative Security is 1-for-1.
  - 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
- (5) 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.

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.