Baron Mark David Form 4 October 01, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

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January 31, Expires: 2005

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

**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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Baron Mark David

(First)

(Middle)

2. Issuer Name and Ticker or Trading

Symbol

Hill-Rom Holdings, Inc. [HRC]

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

1069 STATE ROUTE 46E

(Month/Day/Year)

09/30/2008

Director 10% Owner X\_ Officer (give title Other (specify

below) below)

Sr. VP, Ops & Prod. Dev.

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

BATESVILLE, IN 47006

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code

(Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

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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(Month/Day/Year)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. TransactionNumber Code of

6. Date Exercisable and Expiration

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

## Edgar Filing: Baron Mark David - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (Deferred Stock Award) 12/3/03 5 yr	<u>(2)</u>	09/30/2008		A <u>(7)</u>	2	12/04/2005(1)	12/04/2008(1)	Common Stock	2
Restricted Stock Units (Deferred Stock Award) 12/15/04 5 yr	<u>(2)</u>	09/30/2008		A <u>(7)</u>	3	12/16/2006 <u>(3)</u>	12/16/2009(3)	Common Stock	3
Restricted Stock Units (Deferred Stock Awards) 11/30/05 5 yr	<u>(2)</u>	09/30/2008		A <u>(7)</u>	16	12/01/2007 <u>(4)</u>	12/01/2010 <u>(4)</u>	Common Stock	16
Restricted Stock Units (Deferred Stock Awards) 11/30/06 5 yr	<u>(2)</u>	09/30/2008		A <u>(7)</u>	20	12/01/2008 <u>(6)</u>	12/01/2011 <u>(6)</u>	Common Stock	20
Restricted Stock Units (Deferred Stock	<u>(2)</u>	09/30/2008		A <u>(7)</u>	23	12/06/2009(5)	12/06/2012 <u>(5)</u>	Common Stock	23

Awards) 12/5/07 5 yr

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Baron Mark David 1069 STATE ROUTE 46E BATESVILLE, IN 47006

Sr. VP, Ops & Prod. Dev.

### **Signatures**

Donna Isaacs, as Attorney-in-Fact for Mark Baron

10/01/2008

\*\*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).
- Restricted Stock Units vest 20% on 12/4/05, 25% on 12/4/06, 25% on 12/4/07 and 30% on 12/4/08. Stock units wilkl 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.
- (2) Conversion or Exercise Price of Derivative Security is 1-for-1.
- Restricted Stock Units vest 20% on 12/16/06, 25% on 12/16/07; 25% on 12/16/08 and 30% on 12/16/09. 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 date.
- Restricted Stock Units vest 20% on 12/1/07, 25% on 12/1/08, 25% on 12/1/09 and 30% on 12/1/10. Stock units will automatically be

  (4) 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.
- Restricted Stock Units vest 20% on 12/6/09, 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.
- Restricted Stock Units vest 20% on 12/01/08, 25% on 12/01/09, 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 equivlent rights which accrue on dividend record date.
- (7) Restricted 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.

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