

Hill-Rom Holdings, Inc.

Form 4

October 04, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
MENASCE EDUARDO S2. Issuer Name and Ticker or Trading
Symbol
Hill-Rom Holdings, Inc. [HRC]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
31 JOHNSON PLACE
(Street)3. Date of Earliest Transaction
(Month/Day/Year)
09/30/2010☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)

RYE, NY 10580

4. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)

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Derivative Security	Code	V	Securities Acquired (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) 2/11/05	(1)				09/30/2010	(3)	(3)	Common Stock	6	\$ 35.8
Restricted Stock Units (Deferred Stock Award) 2/13/06	(1)				09/30/2010	(3)	(3)	Common Stock	6	\$ 35.8
Restricted Stock Units (Deferred Stock Award) 2/9/07	(1)				09/30/2010	(3)	(3)	Common Stock	5	\$ 35.8
Restricted Stock Units (Deferred Stock Award) 2/11/08	(1)				09/30/2010	(3)	(3)	Common Stock	5	\$ 35.8
Restricted Stock Units (Deferred Stock Award) 2/17/09	(1)				09/30/2010	(3)	(3)	Common Stock	10	\$ 35.8
Restricted Stock	(1)				09/30/2010	(3)	(3)	Common Stock	10	\$ 35.8

Units
(Deferred
Stock
Award)
3/5/10

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MENASCE EDUARDO S 31 JOHNSON PLACE RYE, NY 10580	X			

Signatures

Donna Isaacs, as Attorney-in-Fact for Eduardo R. Menasce 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.
- (2) Restricted stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

- These restricted stock units vest on the date of the grant but delivery of the underlying shares of common stock will not occur until the
- (3) later of one year and one day from the date of the grant, or the six-month anniversary of the date that the Director ceases to be a member of the Board of Directors of the Company.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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