

Hill-Rom Holdings, Inc.
 Form 3
 March 16, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|---|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Richardson Jason</p> <p>(Last) (First) (Middle)</p> <p>TWO PRUDENTIAL PLAZA, SUITE 4100, 180 NORTH STETSON AVENUE</p> <p>(Street)</p> <p>CHICAGO, IL 60601</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/14/2016</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Hill-Rom Holdings, Inc. [HRC]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP, Controller & CAO</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|--|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 2,928 | D | |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--|---------------------------|-----------------|--------------|----------------------------|---------------------|---------------------------------------|---|
| 12/03/2009 Stock Option Award | 12/03/2010 ⁽¹⁾ | 12/03/2019 | Common Stock | 146 | \$ 23.26 | D | Â |
| 11/13/2012 Restricted Stock Units (Deferred Stock Award) 4yr | 11/14/2013 ⁽²⁾ | 11/14/2016 | Common Stock | 196 | \$ 0 ⁽³⁾ | D | Â |
| 11/18/2013 Stock Option Award | 11/18/2014 ⁽⁴⁾ | 11/18/2023 | Common Stock | 1,424 | \$ 41.53 | D | Â |
| 11/18/2013 Restricted Stock Units (Deferred Stock Award) 3yr | 11/19/2016 ⁽²⁾ | 11/19/2016 | Common Stock | 422 | \$ 0 ⁽³⁾ | D | Â |
| 11/17/2014 Stock Option Award | 11/17/2015 ⁽⁵⁾ | 11/17/2024 | Common Stock | 1,753 | \$ 44.93 | D | Â |
| 11/17/2014 Restricted Stock Units (Deferred Stock Award) 3yr | 11/18/2017 ⁽²⁾ | 11/18/2017 | Common Stock | 509 | \$ 0 ⁽³⁾ | D | Â |
| 11/16/2015 Stock Option Award | 11/16/2016 ⁽⁶⁾ | 11/16/2025 | Common Stock | 1,438 | \$ 51.33 | D | Â |
| 11/16/2015 Restricted Stock Units (Deferred Stock Award) 3yr | 11/17/2018 ⁽²⁾ | 11/17/2018 | Common Stock | 399 | \$ 0 ⁽³⁾ | D | Â |
| 03/14/2016 Restricted Stock Units (Deferred Stock Award) 3yr | 03/15/2019 ⁽²⁾ | 03/15/2019 | Common Stock | 1,052 | \$ 0 ⁽³⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Richardson Jason TWO PRUDENTIAL PLAZA, SUITE 4100 180 NORTH STETSON AVENUE CHICAGO, IL 60601 | Â | Â | Â VP, Controller & CAO | Â |

Signatures

Kevin H. Warns as attorney-in fact for Jason Richardson 03/16/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Options vest 25% on each November 13, 2013, 2014, 2015 and 2016.
- (2) 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.
- (3) Conversion price is 1 for 1 with common stock.
- (4) Options vest 25% on each November 18, 2014, 2015, 2016 and 2017.
- (5) Options vest 25% on each November 17, 2015, 2016, 2017 and 2018.
- (6) Options vest 25% on each November 16, 2016, 2017, 2018, 2019.

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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