

MILLER GREGORY N  
Form 4  
December 03, 2010

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box 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 \*  
MILLER GREGORY N

2. 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)

3. Date of Earliest Transaction (Month/Day/Year)

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

1069 STATE ROUTE 46 EAST

12/01/2010

SENIOR VP, CFO & TREASURER

(Street)

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

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 (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 (A) or (D) Price			
Common Stock	12/01/2010		M	4,093 A \$ 31.48	30,060	D	
Common Stock	12/01/2010		M	14,800 A \$ 31.04	44,860	D	
Common Stock	12/01/2010		S	18,893 D \$ 41	25,967	D	
Common Stock	12/01/2010		M	2,953 A \$ 0 <sup>(1)</sup>	28,920	D	
Common Stock	12/01/2010		F	1,207 D \$ 40.68	27,713	D	

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Common Stock	12/01/2010	M	2,253	A	\$ 0 <sup>(1)</sup>	29,966	D
Common Stock	12/01/2010	F	921	D	\$ 40.68	29,045	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 of 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 Security (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Units granted 11/30/2005	\$ 0 <sup>(1)</sup>	12/01/2010		M	2,593	12/01/2010 12/01/2010	Common Stock	2,593
Restricted Stock Units granted 11/30/2006	\$ 0 <sup>(1)</sup>	12/01/2010		M	2,253	12/01/2010 12/01/2011 <sup>(2)</sup>	Common Stock	2,253
Stock Options	\$ 31.48	12/01/2010		M	4,093	<sup>(3)</sup> 12/03/2013	Common Stock	4,093
Stock Options	\$ 30.04	12/01/2010		M	14,800	<sup>(3)</sup> 12/15/2014	Common Stock	14,800

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER GREGORY N 1069 STATE ROUTE 46 EAST BATESVILLE, IN 47006			SENIOR VP, CFO & TREASURER	

## Signatures

/s/ ROBERT MACKLIN,  
ATTORNEY-IN-FACT

12/03/2010

\_\_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 price is 1 for 1 with common stock
- (2) Expiration date represents last conversion date for remaining tranche(s) of securities.
- (3) Option grant had graded vesting schedule; vesting varied by tranche.

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.