

Baron Mark David  
 Form 4  
 October 01, 2008

**FORM 4**

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

OMB APPROVAL

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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 \*  
 Baron Mark David

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)  
 1069 STATE ROUTE 46E  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/30/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Sr. VP, Ops & Prod. Dev.

BATESVILLE, IN 47006

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 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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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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|---|

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

Awards)  
12/5/07 5  
yr

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| Baron Mark David<br>1069 STATE ROUTE 46E<br>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).

(1) 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 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.

(2) Conversion or Exercise Price of Derivative Security is 1-for-1.

(3) 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.

(4) 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 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.

(5) 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.

(6) 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 equivalent 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.

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