

HILLENBRAND W AUGUST
 Form 5
 November 13, 2009

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 HILLENBRAND W AUGUST

(Last) (First) (Middle)

1069 STATE ROUTE 46E

(Street)

BATESVILLE, IN 47006

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Hill-Rom Holdings, Inc. [HRC]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 09/30/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/05/2009	^	G	3,632	D	\$ ⁽¹⁾	74,277 ⁽²⁾	D	^
Common Stock	^	^	^	^	^	^	0 ⁽³⁾	I	By GRATs
Common Stock	^	^	^	^	^	^	38,926 ⁽³⁾	I	By Spouse's GRAT
Common Stock	^	^	^	^	^	^	6,447 ⁽²⁾	I	By Spouse

Edgar Filing: HILLENBRAND W AUGUST - Form 5

Common Stock	Â	Â	Â	Â	Â	Â	71,773	I	By Family LLC
Common Stock	Â	Â	Â	Â	Â	Â	715,400	I	By Trusts
Common Stock	Â	Â	Â	Â	Â	Â	0 ⁽⁴⁾	I	By Trusts for Grandchildren
Common Stock	Â	Â	Â	Â	Â	Â	8,222	I	By W August Hillenbrand 2003 Option GRAT
Common Stock	Â	Â	Â	Â	Â	Â	0 ⁽³⁾	I	By May 1 2008 GRAT
Common Stock	Â	Â	Â	Â	Â	Â	238,169 ⁽²⁾	I	By March 1 2009 GRAT

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 2270 (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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HILLENBRAND W AUGUST 1069 STATE ROUTE 46E BATESVILLE, IN 47006	Â X	Â	Â	Â

Signatures

Donna Isaacs as Attorney-in-Fact for W August
Hillenbrand

11/13/2009

__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) Price - Not Applicable.

This amount reflects distributions of shares of common stock as annuity payments from GRATS to the reporting person or his spouse.

(2) Each such distribution qualifies as only a change in the form of the reporting person's beneficial ownership, and, as such, has not been previously reported.

This amount reflects distributions of shares of common stock to beneficiaries of these GRATs, including the reporting person and some of

(3) his children. Each such distribution to the reporting person qualifies as only a change in the form of the reporting person's beneficial ownership, and, as such, has not been previously reported.

(4) The reporting person no longer beneficially owns securities held by these trusts as he is no longer trustee.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.