Hill-Rom Holdings, Inc. Form 4 November 22, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Richardson Jason			2. Issuer Name a Symbol	5. Relationship of Reporting Person(s) to Issuer			
		Hill-Rom Hold	(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest	Transaction			
			(Month/Day/Year))	Directo	or	10% Owner
180 N. STE 4100	ETSON AVE.	, SUITE	11/21/2016		below)		Other (specify low) ontroller
	(Street)		4. If Amendment,	Date Original	6. Individual	l or Joint/Gro	oup Filing(Check
			Filed(Month/Day/Y	ear)	Applicable Li	ne)	
CHICAGO	, IL 60601				_X_ Form filed Form filed Person		orting Person One Reporting
(City)	(State)	(Zip)	Table I - Nor	a-Derivative Securities Acq	uired, Dispos	sed of, or Be	neficially Owned
1.Title of	2. Transaction	Date 2A. Dee	med 3.	4. Securities Acquired	5. Amount of	of 6. Ow	nership 7. Nature

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. Securion(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	11/21/2016		M	426	A	<u>(1)</u>	1,737	D	
Common Stock	11/21/2016		F	133	D	\$ 55.71	1,864	D	

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

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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. Transacti Code (Instr. 8)	Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pric Deriva Securit (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (11/18/13)	<u>(1)</u>	11/21/2016		M	426	(2)	(2)	Common Stock	426	\$ (

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

Richardson Jason

180 N. STETSON AVE., SUITE 4100 Corporate Controller

CHICAGO, IL 60601

Signatures

/s/ Ari Mintzer as Attorney-in-Fact for Jason
Richardson
11/22/2016

**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 convert into common stock on a one-for-one basis.
- On 11/18/13, the reporting person was granted 409 restricted stock units. Restricted stock units vested 100% on 11/21/16. Restricted (2) stock units are automatically converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral election has been made. 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. 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.

Reporting Owners 2