#### **GUINAN MARK**

Form 3

December 14, 2010

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

**OMB APPROVAL** 

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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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement Hill-Rom Holdings, Inc. [hrc] GUINAN MARK (Month/Day/Year) 12/13/2010 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 1069 STATE ROUTE 46 EAST (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) Director 10% Owner \_X\_ Form filed by One Reporting \_X\_\_ Officer \_ Other Person BATESVILLE, ÂINÂ 47006 (give title below) (specify below) Form filed by More than One Sr. VP & CFO Reporting Person (City) (State) (Zip) **Table I - Non-Derivative Securities Beneficially Owned** 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership (Instr. 4) Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) 0 D Â Common Stock Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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.

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
	Date Exercisable Expiration Date	(Instr. 4)	Price of	Derivative	(Instr. 5)
		TC'd A	Derivative	Security:	
		Title Amount or	Security	Direct (D)	
		Number of		or Indirect	

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				Shares		(I) (Instr. 5)	
12/13/10 Stock Option Award	12/13/2011(1)	12/13/2020	Common Stock	59,242 (1)	\$ 41.84	D	Â
12/1310 Restricted Stock Units (Deferred Stock Award) 3 vr	12/14/2013(2)	12/14/2013(2)	Common Stock	29,876	\$ 0 (3)	D	Â

# **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
GUINAN MARK			Sr.		
1069 STATE ROUTE 46 EAST	Â	Â	VP &	Â	
BATESVILLE, IN 47006			CFO		

# **Signatures**

Robert Macklin,
Attorney-in-fact

\*\*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) 25,000 units vest in three equal annual installments beginning on the date indicated. 34,242 units vests in four equal annual installments beginning on the date indicated.
- Conversion of Exercise units vest 33 1/3% on 12/14/2011, 33 1/3% on 12/14/2012, 33 1/3% on 12/14/2013. Stock units will
- (2) 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 or Exercise Price of Derivative Security is 1-for-1.

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