

MILLER GREGORY N

Form 4

November 08, 2010

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

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MILLER GREGORY N

(Last) (First) (Middle)

1069 STATE ROUTE 46 EAST

(Street)

BATESVILLE, IN 47006

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Hill-Rom Holdings, Inc. [HRC]

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

11/04/2010

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

SENIOR VP, CFO &amp; TREASURER

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 11/04/2010                              |                                                             | M                                    | 7,400 A                                                                 | \$<br>27.09                                                                                                        | 32,973 <sup>(1)</sup>                                                | D                                                                 |
| Common<br>Stock                       | 11/04/2010                              |                                                             | M                                    | 7,400 A                                                                 | \$<br>25.67                                                                                                        | 40,373                                                               | D                                                                 |
| Common<br>Stock                       | 11/04/2010                              |                                                             | M                                    | 2,775 A                                                                 | \$<br>26.22                                                                                                        | 43,148                                                               | D                                                                 |
| Common<br>Stock                       | 11/04/2010                              |                                                             | M                                    | 8,392 A                                                                 | \$<br>19.39                                                                                                        | 51,540                                                               | D                                                                 |
| Common<br>Stock                       | 11/04/2010                              |                                                             | S                                    | 25,967 D                                                                | \$<br>39.89<br><sup>(2)</sup>                                                                                      | 25,573                                                               | D                                                                 |

# Edgar Filing: MILLER GREGORY N - Form 4

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 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 Securities (Instr. 3 and 4) |                 | 8. I. Derivative Securities (Instr. 3 and 4) |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|----------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title                                        | Amount or Number of Shares |
| Stock Option (right to buy)                | \$ 27.09                                               | 11/04/2010                           |                                                    | M                              |                                                                                         | 7,400                                                    |     | <u>(3)</u>                                                    | 11/09/2011      | Common Stock                                 | 7,400                      |
| Stock Option (right to buy)                | \$ 25.67                                               | 11/04/2010                           |                                                    | M                              |                                                                                         | 7,400                                                    |     | <u>(3)</u>                                                    | 12/04/2012      | Common Stock                                 | 7,400                      |
| Stock Option (right to buy)                | \$ 26.22                                               | 11/04/2010                           |                                                    | M                              |                                                                                         | 2,775                                                    |     | <u>(3)</u>                                                    | 02/13/2013      | Common Stock                                 | 2,775                      |
| Stock Option (right to buy)                | \$ 19.39                                               | 11/04/2010                           |                                                    | M                              |                                                                                         | 8,392                                                    |     | <u>(4)</u>                                                    | 12/02/2018      | Common Stock                                 | 8,392                      |

## Reporting Owners

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

## Signatures

/s/ MARCIA RIEHLE,  
ATTORNEY-IN-FACT

11/08/2010

\_\_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) Amount includes 1,635 shares of Hill-Rom common stock purchased pursuant to the Hill-Rom Holdings, Inc. Employee Stock Purchase Plan.  
The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.89 to \$39.94, inclusive. The reporting person undertakes to provide to Hill-Rom Holdings, Inc., any security holder of Hill-Rom Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (2)
- (3) All options are vested.
- (4) The option vests in four equal annual installments beginning on December 3, 2009.

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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