Dickey John H Form 4 December 18, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

may continue.

See Instruction

| 1. Name and Address of Reporting Person * Dickey John H | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | |
|---|------------|----------|--|--|--|--|
| | | | Hill-Rom Holdings, Inc. [HRC] | (Check all applicable) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | • | | |
| 1069 STATE R | OUTE 46 E | EAST | (Month/Day/Year) 12/16/2009 | Director 10% Owner X Officer (give title Other (specify below) Sr. V.P., Human Resources | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| BATESVILLE | , IN 47006 | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| (City) | (State) | (Zin) | | | | |

(City) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) (Instr. 3, 4 and 5) any Code Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common \$0 12/16/2009 \mathbf{C} 619 Α 10,706 D Stock Common 12/16/2009 F 194 D 10,512 D 23.01 Stock Common \mathbf{C} 12/16/2009 1,240 \$0 11,752 D Α Stock Common F 11,364 12/16/2009 388 D Stock 23.01

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 (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. Transactic Code (Instr. 8) | 5. Number proof 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) | |
|--|---|---|---|--|--|--|--------------------|---|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Award (Deferred Stock Award) 12/15/04 5 Yr | <u>(1)</u> | 12/16/2009 | | С | 619 | 12/16/2009(2) | <u>(2)</u> | Common Stock | 619 |
| Restricted Stock Award (12/15/04) 5 Yr | <u>(I)</u> | 12/16/2009 | | С | 1,240 | 12/16/2009(2) | (2) | Common Stock | 1,240 |

Reporting Owners

**Signature of Reporting Person

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------------------------------|-------|--|--|--|
| - | Director | 10% Owner | Officer | Other | | | |
| Dickey John H 1069 STATE ROUTE 46 EAST BATESVILLE, IN 47006 | | | Sr. V.P., Human Resources | | | | |
| Signatures | | | | | | | |
| Donna Isaacs, as Attorney-in-Fact for Dickey | John H. | 12/18/ | 2009 | | | | |

Reporting Owners 2

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) Conversion or Exercise Price of Derivative Security is 1-for-1.
 - These Restricted Stock Units vest 30% on 12/16/09. Stock units will automatically be converted into shares of common stock in
- (2) accordance with 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.

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.