Dickey John H Form 4 April 01, 2010

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Dickey John H

Symbol Hill-Rom Holdings, Inc. [HRC]

Execution Date, if

(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

(Last) (Middle) (First)

3. Date of Earliest Transaction

(Month/Day/Year)

03/31/2010

Director 10% Owner Other (specify

(Check all applicable)

Sr. V.P., Human Resources

X_ Officer (give title below) below)

(Street)

1069 STATE ROUTE 46 EAST

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

BATESVILLE, IN 47006

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities 5. Amount of

(Instr. 3, 4 and 5)

TransactionAcquired (A) or Disposed of (D)

6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I)

Ownership (Instr. 4) (Instr. 4)

(A)

Code

(Instr. 8)

Reported Transaction(s)

Following

(Instr. 3 and 4) Code V Amount (D) Price

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

Security

(Instr. 3)

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. TransactionNumber Code of

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. **Underlying Securities** D (Instr. 3 and 4) Se

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Iı
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (Deferred Stock Award) 11/30/05 5 yr	<u>(1)</u>	03/31/2010		A	5	<u>(2)</u>	12/01/2010(2)	Common Stock	5	\$
Restricted Stock Units (Deferred Stock Award) 1/31/06 5 yr	(1)	03/31/2010		A	5	<u>(3)</u>	02/01/2011(3)	Common Stock	5	\$
Restricted Stock Units (Deferred Stock Award) 11/30/06 5 Yr.	<u>(1)</u>	03/31/2010		A	12	<u>(4)</u>	12/01/2011 <u>(4)</u>	Common Stock	12	\$
Restricted Stock Units (Deferred Stock Award) 12/5/07 5 Yr	<u>(1)</u>	03/31/2010		A	20	<u>(5)</u>	12/06/2012 <u>(5)</u>	Common Stock	20	9 3
Restricted Stock Units (Deferred Stock	<u>(1)</u>	03/31/2010		A	25	<u>(6)</u>	12/03/2012 <u>(6)</u>	Common Stock	25	\$

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Award) 12/2/08 4 yr

Restricted Stock

Units

(Deferred Stock (1) 03/31/2010

A 21

<u>(7)</u> 12/04/2013<u>(7)</u>

Common Stock

21

Award) 12/3/09 4

yr

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Dickey John H 1069 STATE ROUTE 46 EAST BATESVILLE, IN 47006

Human Resources

Sr. V.P.,

Signatures

Donna Isaacs, as Attorney-in-Fact for John H. Dickey

04/01/2010

**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) Conversion or Exercise Price of Derivative Security is 1-for-1.
- Restricted Stock Units vest 30% on 12/1/10. Stock units will automatically be converted into shares of common stock in 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.
- Restricted Stock Units vest 30% on 2/1/11. Stock units will automatically be converted into shares of common stock in accordance with (3) 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.
- Restricted Stock Units vest 25% on 12/01/10 and 30% on 12/01/11. Stock units will automatically be converted into shares of common (4) 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.
- Restricted Stock Units vest 25% on 12/6/10, 25% on 12/6/11 and 30% on 12/6/12. Stock units will automatically be converted into shares (5) 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.
- Restricted Stock Units vest 50% on 12/3/2010, 25% on 12/3/2011 and 25% on 12/3/2012. Stock units will 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.
- Restricted Stock Units vest 25% on 12/4/2010, 25% on 12/4/2011, 25% on 12/4/2012 and 25% on 12/4/2013. Stock units will 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 3

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