Hill-Rom Holdings, Inc. Form 4 April 02, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Check this box if no longer subject to

Section 16.

Form 4 or Form 5 obligations

1(b).

(Last)

(City)

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

(Print or Type Responses)

1. Name and Address of Reporting Person * DE MAYNADIER PATRICK D

> (First) (Middle)

1069 STATE ROUTE 46E

(Street)

BATESVILLE, IN 47006

2. Issuer Name and Ticker or Trading Symbol

Hill-Rom Holdings, Inc. [HRC]

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

03/31/2008

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 Other (specify below)

Sr. VP, Gen. Counsel & Sec

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 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

(State)

(Zip)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned Following Reported

(Instr. 3 and 4)

Transaction(s)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

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burden hours per

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

Conversion or Exercise

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

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

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

7. Title and Amount Underlying Securiti (Instr. 3 and 4)

		_		_					
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Restricted Stock Units (Deferred Stock Award) 12/3/03 5 yr	<u>(1)</u>	03/31/2008		A <u>(4)</u>	0	12/04/2008(2)	<u>(2)</u>	Common Stock	0
Restricted Stock Units (Deferred Stock Award) 12/15/04 5 yr	<u>(1)</u>	03/31/2008		A(4)	10	12/16/2008(3)	<u>(3)</u>	Common Stock	10
Restricted Stock Units (Deferred Stock Award) 11/30/05 5 yr	<u>(1)</u>	03/31/2008		A(4)	19	12/01/2008(5)	<u>(5)</u>	Common Stock	19
Restricted Stock Units (Deferred Stock Award) 11/30/06 5 yr	Ш	03/31/2008		A(4)	21	12/01/2008 <u>(6)</u>	<u>(6)</u>	Common Stock	21
Restricted Stock Units (Deferred Stock Award) 12/5/07	Œ	03/31/2008		A <u>(4)</u>	21	12/06/2009(7)	<u>(7)</u>	Common Stock	21
	<u>(1)</u>	03/31/2008		J <u>(8)</u>	974	12/04/2008(2)	(2)		974

Restricted Stock Units (Deferred Stock Award) 12/3/03							Common Stock	
Restricted Stock Units (Deferred Stock Award) 12/15/04	<u>(1)</u>	03/31/2008	J <u>(8</u>	<u>8)</u> 1,511	12/16/2008 <u>⁽³⁾</u>	<u>(3)</u>	Common Stock	1,51
Restricted Stock Units (Deferred Stock Award) 11/30/05	Ш	03/31/2008	J <u>(8</u>	<u>8)</u> 2,794	12/01/2008 <u>(5)</u>	<u>(5)</u>	Common Stock	2,79
Restricted Stock Units (Deferred Stock Award) 11/30/06	(1)	03/31/2008	J <u>(8</u>	<u>8)</u> 3,068	12/01/2008 <u>(6)</u>	<u>(6)</u>	Common Stock	3,06
Restricted Stock Units (Deferred Stock Award) 12/5/07	(1)	03/31/2008	J <u>(8</u>	8) 3,010	12/06/2009(7)	<u>(7)</u>	Common Stock	3,01
4/9/02 Stock Option	\$ 33.24	03/31/2008	J <u>(8</u>	<u>8)</u> 4,250	04/09/2003	04/09/2012	Common Stock	4,25
2/1/02 Stock Option	\$ 30.85	03/31/2008	J <u>(8</u>	<u>8)</u> 12,750	02/01/2003	02/01/2012	Common Stock	12,7
12/4/02 Stock Option	\$ 25.67	03/31/2008	J <u>(8</u>	8) 4,250	12/04/2003	12/04/2012	Common Stock	4,25
12/3/03 Stock Option	\$ 31.48	03/31/2008	J <u>(8</u>	8) 15,300) 12/03/2004	12/03/2013	Common Stock	15,3

12/15/04 Stock Option	\$ 30.04	03/31/2008	J <u>(8)</u>	15,300	12/15/2005	12/15/2014	Common Stock	15,3
11/30/05 Stock Option	\$ 26.46	03/31/2008	J <u>(8)</u>	12,597	11/30/2006	11/30/2015	Common Stock	12,5
11/30/06 Stock Option	\$ 31.3	03/31/2008	J <u>(8)</u>	9,690	11/30/2007	11/30/2016	Common Stock	9,69
12/5/07 Stock Option	\$ 29.22	03/31/2008	J <u>(8)</u>	10,625	12/05/2008	12/15/2017	Common Stock	10,6

Reporting Owners

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

DE MAYNADIER PATRICK D 1069 STATE ROUTE 46E BATESVILLE, IN 47006

Sr. VP, Gen. Counsel & Sec

Signatures

Patrick D. de 04/02/2008 Maynadier Date

**Signature of Reporting

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 20% on 12/4/05; 25% on 12/4/06; 25% on 12/4/07; and 30% on 12/4/08. 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 20% on 12/16/06; 25% on 12/16/07; 25% on 12/16/08; and 30% on 12/16/09. Stock units will automatically
- (3) 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.
- (4) Restricted Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- Restricted Stock Units vest 20% on 12/01/07, 25% on 12/01/08, 25% on 12/01/09 and 30% on 12/01/10. 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 20% on 12/01/08, 25% on 12/01/09, 25% on 12/01/10 and 30% on 12/01/11. Stock units will automatically be (6) 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 20% on 12/6/09, 25% on 12/6/10, 25% on 12/6/11 and 30% on 12/6/12. Stock units will automatically be (7) 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.

Reporting Owners

On March 31, 2008, Hill-Rom Holdings, Inc. (formerly Hillenbrand Industries, Inc.) completed the spin-off of Hillenbrand, Inc. (formerly (8) Batesville Holdings, Inc.). In connection with the spin-off, equitable adjustments were made to outstanding restricted stock units and stock options.

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.