Dickey John H Form 4 January 05, 2009

FORM 4

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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obligations

may continue.

Check this box

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 See Instruction

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

1(b).

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

1069 STATE ROUTE 46 EAST

(Street)

Symbol Hill-Rom Holdings, Inc. [HRC] 5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

12/31/2008

Director 10% Owner

(Check all applicable)

X_ Officer (give title Other (specify below) below)

Sr. V.P., Human Resources

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

BATESVILLE, IN 47006

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

3. Execution Date, if TransactionAcquired (A) or Code (Month/Day/Year) (Instr. 8)

4. Securities Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned Following Reported

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

Transaction(s) (Instr. 3 and 4)

(A)

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

(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)					(In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (Deferred Stock Award) 12/15/04 5 yr	<u>(1)</u>	12/31/2008		A	4	(2)	12/16/2009 <u>(2)</u>	Common Stock	4	\$
Restricted Stock Units (Deferred Stock Award) 12/15/04 5 yr	<u>(1)</u>	12/31/2008		A	8	<u>(2)</u>	12/16/2009 <u>(2)</u>	Common Stock	8	\$
Restricted Stock Units (Deferred Stock Award) 11/30/05 5 yr	<u>(1)</u>	12/31/2008		A	13	<u>(3)</u>	12/01/2010 <u>(3)</u>	Common Stock	13	\$
Restricted Stock Units (Deferred Stock Award) 1/31/06 5 yr	<u>(1)</u>	12/31/2008		A	22	<u>(4)</u>	02/01/2011(4)	Common Stock	22	\$
Restricted Stock Units (Deferred Stock	<u>(1)</u>	12/31/2008		A	28	(5)	12/01/2011 <u>(5)</u>	Common Stock	28	\$

Award) 11/30/06 5 Yr.									
Restricted Stock Units (Deferred Stock Award) 12/5/07 5 Yr	<u>(1)</u>	12/31/2008	A	41	<u>(6)</u>	12/06/2012 <u>(6)</u>	Common Stock	41	;
Restricted Stock Units (Deferred	<u>(1)</u>	12/31/2008	A	40	<u>(7)</u>	12/03/2012 <u>(7)</u>	Common	40	

Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Dickey John H			Sr. V.P.,				
1069 STATE ROUTE 46 EAST			Human				
BATESVILLE, IN 47006			Resources				

Signatures

Stock

yr

Award) 12/2/08 4

Donna Isaacs, as Attorney-in-Fact for John H.
Dickey 01/05/2009

**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.
- These Restricted Stock Units vest 30% on 12/16/09. 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 25% on 12/1/09 and 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 25% on 2/1/09; 25% on 2/1/10; and 30% on 2/1/11. 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.

(5)

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Restricted Stock Units vest 25% on 12/01/09, 25% on 12/01/10 and 30% on 12/01/11. 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 12/6/09, 25% on 12/6/10, 25% on 12/6/11 and 30% on 12/6/12. 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 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.

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.