

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

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

(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)
 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
 Officer (give title below) ___ Other (specify below)
 Vice President, Human Resource

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	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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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
			Code	V	(A)	(D)				
Restricted Stock Units (Deferred Stock Award) 12/3/03	<u>(1)</u>	03/31/2008	<u>A⁽²⁾</u>		4		12/04/2008 ⁽³⁾	<u>(3)</u>	Common Stock	4
Restricted Stock Units (Deferred Stock Award) 12/15/04	<u>(1)</u>	03/31/2008	<u>A⁽²⁾</u>		3		12/16/2008 ⁽⁴⁾	<u>(4)</u>	Common Stock	3
Restricted Stock Units (Deferred Stock Award) 12/15/04	<u>(1)</u>	03/31/2008	<u>A⁽²⁾</u>		7		12/16/2008 ⁽⁴⁾	<u>(4)</u>	Common Stock	7
Restricted Stock Units (Deferred Stock Award) 11/30/05	<u>(1)</u>	03/31/2008	<u>A⁽²⁾</u>		10		12/01/2008 ⁽⁵⁾	<u>(5)</u>	Common Stock	10
Restricted Stock Units (Deferred Stock Award) 1/31/06	<u>(1)</u>	03/31/2008	<u>A⁽²⁾</u>		11		02/01/2009 ⁽⁶⁾	<u>(6)</u>	Common Stock	11
Restricted Stock Units (Deferred Stock Award)	<u>(1)</u>	03/31/2008	<u>A⁽²⁾</u>		18		12/01/2008 ⁽⁷⁾	<u>(7)</u>	Common Stock	18

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Award)
11/30/06 5
Yr.

Restricted
Stock
Units

(Deferred
Stock
Award)
12/5/07 5
Yr

(1)

03/31/2008

A(2)

21

12/06/2009⁽⁸⁾

(8)

Common
Stock

2

Restricted
Stock
Units

(Deferred
Stock
Award)
12/3/03

(1)

03/31/2008

J(2)(9)

557

12/04/2008⁽³⁾

(3)

Common
Stock

5

Restricted
Stock
Units

(Deferred
Stock
Award)
12/15/04

(1)

03/31/2008

J(2)(9)

504

12/16/2008⁽⁴⁾

(4)

Common
Stock

5

Restricted
Stock
Units

(Deferred
Stock
Awards)
12/15/04

(1)

03/31/2008

J(2)(9)

1,008

12/16/2008⁽⁴⁾

(4)

Common
Stock

1,0

Restricted
Stock
Units

(11/30/05

(1)

03/31/2008

J(2)(9)

1,433

12/01/2008⁽⁵⁾

(5)

Common
Stock

1,4

Restricted
Stock
Units

(Deferred
Stock
Award)
01/31/06

(1)

03/31/2008

J(2)(9)

1,603

02/01/2009⁽⁶⁾

(6)

Common
Stock

1,6

Restricted
Stock
Units
(Deferred

(1)

03/31/2008

J(2)(9)

2,629

12/01/2008⁽⁷⁾

(7)

Common
Stock

2,6

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Stock Award) 11/30/06 Restricted Stock Units (Deferred Stock Award) 12/5/07	<u>(1)</u>	03/31/2008	<u>J(2)(9)</u>	3,010	12/06/2009 ⁽⁸⁾	<u>(8)</u>	Common Stock	3,010
1/18/99 Stock Option	\$ 28.19	03/31/2008	<u>J(9)</u>	850	01/18/2000	01/18/2009	Common Stock	850
1/15/01 Stock Option	\$ 24.51	03/31/2008	<u>J(9)</u>	1,700	01/15/2002	01/15/2011	Common Stock	1,700
11/9/01 Stock Option	\$ 27.09	03/31/2008	<u>J(9)</u>	3,400	11/09/2002	11/09/2011	Common Stock	3,400
4/9/02 Stock Option	\$ 33.24	03/31/2008	<u>J(9)</u>	1,700	04/09/2003	04/09/2012	Common stock	1,700
12/4/02 Stock Option	\$ 25.67	03/31/2008	<u>J(9)</u>	3,400	12/03/2003	12/04/2012	Common Stock	3,400
12/3/03 Stock Option	\$ 31.48	03/31/2008	<u>J(9)</u>	4,250	12/03/2004	12/02/2013	Common Stock	4,250
12/15/04 Stock Option	\$ 30.04	03/31/2008	<u>J(9)</u>	5,950	12/15/2005	12/15/2014	Common Stock	5,950
11/30/05 Stock Option	\$ 26.46	03/31/2008	<u>J(9)</u>	5,100	11/30/2006	11/30/2015	Common Stock	5,100
1/31/06 Stock Option	\$ 26.47	03/31/2008	<u>J(9)</u>	7,480	01/31/2007	01/31/2016	Common Stock	7,480
11/30/06 Stock Option	\$ 31.3	03/31/2008	<u>J(9)</u>	9,690	11/30/2007	11/30/2016	Common Stock	9,690
12/5/07 Stock Option	\$ 29.22	03/31/2008	<u>J(9)</u>	10,625	12/05/2008	12/05/2017	Common Stock	10,625

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dickey John H 1069 STATE ROUTE 46 EAST BATESVILLE, IN 47006			Vice President, Human Resource	

Signatures

John H. Dickey 04/02/2008

__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.
- (2) Restricted Stock Units are entitled to dividend equivalent rights, which accrue on dividend record dates.
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.
- (3) 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 be converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral election has been made.
- (4) Restricted Stock Units vest 20% on 12/1/07, 25% on 12/1/08, 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 the respective vesting schedule unless a previous deferral election has been made.
- (5) Restricted Stock Units vest 20% on 2/1/08, 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.
- (6) 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 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.
- (7) 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.
- (8) On March 31, 2008, Hill-Rom Holdings, Inc. (formerly Hillenbrand Industries, Inc.) completed the spin-off of Hillenbrand, Inc. (formerly Batesville Holdings, Inc.). In connection with the spin-off, equitable adjustments were made to outstanding restricted stock units and stock options.
- (9)

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.