De Carli Earl Vincent Form 4 April 02, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

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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

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Street)

De Carli Earl Vincent

2. Issuer Name and Ticker or Trading Symbol

Hill-Rom Holdings, Inc. [HRC]

3. Date of Earliest Transaction

(Month/Day/Year)

03/31/2009

Director 10% Owner X_ Officer (give title Other (specify below) below)

5. Relationship of Reporting Person(s) to

(Check all applicable)

Group V.P. Care Continuum Svcs

6. Individual or Joint/Group Filing(Check Applicable Line)

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

Person

Issuer

1069 STATE ROUTE 46E

4. If Amendment, Date Original Filed(Month/Day/Year)

BATESVILLE, IN 47006

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

1. Title of Security (Instr. 3)

(City)

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

(State)

Execution Date, if (Month/Day/Year)

(Middle)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

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

Reported (A) Transaction(s) (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.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. 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)	Deriva Securi Acquir (A) or Dispos of (D) (Instr. 4, and	ties red sed 3,				(1
				Code V	(A) ((D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (Deferred Stock Award) 3/10/08 5 yr	(1)	03/31/2009		A	58	<u>(2)</u>	03/11/2013(2)	Common Stock	58	
Restricted Stock Units (Deferred Stock Award) 12/2/08 4	(1)	03/31/2009		A	89	(3)	12/03/2012 ⁽³⁾	Common Stock	89	

Reporting Owners

Relationships						
Director	10% Owner	Officer	Other			
		Group V.P. Care Continuum Sycs				
	Director		Director 10% Owner Officer Group V.P.			

Signatures

yr

Donna Isaacs, as Attorney-in-Fact for Earl V.

DeCarli

04/02/2009

**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.
- (2) Restricted Stock Units vest 20% on 3/11/2010, 25% on 3/11/2011, 25% on 3/11/2012 and 30% on 3/11/2013. Stock units will automatically be converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral

Reporting Owners 2

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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.