SMITH JOANNE C DR Form 4 April 01, 2010

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

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

Estimated average burden hours per response... 0.5

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SMITH JOANNE C DR

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Hill-Rom Holdings, Inc. [HRC]

(Check all applicable)

(First) (Middle) (Last)

(Street)

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

03/31/2010

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

807 THE PINES

1.Title of

Security

(Instr. 3)

4. If Amendment, Date Original

(Instr. 8)

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

Filed(Month/Day/Year)

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

HINSDALE, IL 60521

(City) (State) (Zip)

2. Transaction Date 2A. Deemed

4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned Ownership Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (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.

(Month/Day/Year)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date	Underlying Securities	Derivativ
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		(Instr. 5)

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	Derivative Security			Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (Deferred Stock Award) 2/13/04	(1)	03/31/2010	A(2)	11	(3)	<u>(3)</u>	Common Stock	11	\$ 27.2
Restricted Stock Units (Deferred Stock Award) 2/11/05	(I)	03/31/2010	A(2)	14	<u>(3)</u>	<u>(3)</u>	Common Stock	14	\$ 27.2
Restricted Stock Units (Deferred Stock Award) 2/13/06	(I)	03/31/2010	A(2)	14	<u>(3)</u>	<u>(3)</u>	Common Stock	14	\$ 27.2
Restricted Stock Units (Deferred Stock Award) 2/9/07	(1)	03/31/2010	A(2)	14	(3)	<u>(3)</u>	Common Stock	14	\$ 27.2
Restricted Stock Units (Deferred Stock Award) 2/11/08	(1)	03/31/2010	A(2)	13	(3)	<u>(3)</u>	Common Stock	13	\$ 27.2
Restricted Stock	<u>(1)</u>	03/31/2010	A(2)	13	(3)	(3)	Common Stock	13	\$ 27.2

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Units (Deferred Stock Award) 2/17/09 Restricted Stock

Units (Deferred (1) 03/31/2010 $A_{\underline{}}^{(2)}$ 13 $\underline{}^{(3)}$ $\underline{}^{(3)}$ Common Stock 13 \$ 27.2

Stock Award) 3/5/10

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

SMITH JOANNE C DR

807 THE PINES X

HINSDALE, IL 60521

Signatures

Donna Isaacs, as Attorney-in-Fact for Dr. Joanne C.

Smith 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.
- (2) Restricted Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

These restricted stock units vest on the date of the grant but delivery of the underlying shares of common stock will not occur until the (3) later of one year and one day from the date of the grant, or the six-month anniversary of the date that the Director ceases to be a member of the Board of Directors of the Company.

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.

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