## Edgar Filing: Hill-Rom Holdings, Inc. - Form 4

Hill-Rom H Form 4 March 11, 2	oldings, Inc.										
FORM	ЛЛ							-	OMB APPROVAL		
	UNITED	STATES		RITIES A shington	N OMB Number:	3235-0287					
Check th if no lor subject to Section Form 4 Form 5 obligation may cor <i>See</i> Inst 1(b).	nger to 16. or Filed put <sup>Dns</sup> Section 17(	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							January 31, 2005 average urs per . 0.5		
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> MENASCE EDUARDO S			2. Issuer Name <b>and</b> Ticker or Trading Symbol Hill-Rom Holdings, Inc. [HRC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last)	(First) (	Middle)	3. Date of Earliest Transaction			n	(Check an applicable)				
31 JOHNSON PLACE			(Month/Day/Year) 03/09/2011			X_ Director 10% Owner Officer (give title Other (specify below) below)					
(Street) RYE, NY 10580			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>					
		(7.)					Person				
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivativ	e Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Dispose (Instr. 3)	d (A) or d of (D) , 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Re	port on a separate line	e for each cla	uss of secu	urities bene	ficially ov	wned directly	or indirectly.				
					Pers infor requ disp	Persons who respond to the collecti information contained in this form an required to respond unless the form displays a currently valid OMB contr number.			are not (9-02) n		

## 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. Number	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction of Derivative		Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired		

	Derivative Security			(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 (i.e. Deferred Stock Award) 3/09/2011	<u>(1)</u>	03/09/2011	A <u>(2)</u>		3,089		03/10/2012 <u>(3)</u>	<u>(3)</u>	Common Stock	3,089

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
MENASCE EDUARDO S 31 JOHNSON PLACE RYE, NY 10580	Х							
Signatures								
/s/ Kevin Warns, Attorney-in-fact	03/11/2011							
<u>**</u> 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 a 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.