

Keller Richard G
Form 4
December 03, 2009

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Keller Richard G

(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)

12/01/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP, Controller & CAO

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

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	12/01/2009		C	428 A	\$ 22.63 5,064 ⁽³⁾	D	
Common Stock	12/01/2009		F	133 D	\$ 22.63 4,931	D	
Common Stock	12/01/2009		C	445 A	\$ 22.63 5,376	D	
Common Stock	12/01/2009		F	139 D	\$ 22.63 5,237	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units (Deferred Stock Award) 11/30/05 5 Yr	<u>(1)</u>	12/01/2009		C	428	12/01/2009 ⁽²⁾ 12/01/2010 ⁽²⁾	Common Stock 428
Restricted Stock Award (Deferred Stock Award) 11/30/06 5 Yr	<u>(1)</u>	12/01/2009		C	445	12/01/2009 ⁽²⁾ 12/01/2011 ⁽²⁾	Common Stock 445

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Keller Richard G 1069 STATE ROUTE 46 EAST BATESVILLE, IN 47006	VP, Controller & CAO

Signatures

Donna Isaacs, as Attorney-in-Fact for Richard G.
Keller

12/03/2009

__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 will automatically be converted into shares of common stock on the vesting date unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights which accrue on dividend record date.
- (3) Amount includes 639 shares of Hill-Rom common stock purchased pursuant to the Hill-Rom Holdings, Inc. Employee Stock Purchase Plan and 57 shares of Hill-Rom common stock pursuant to a dividend reinvestment plan on 3/2/09 purchase of direct stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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