

MILLER GREGORY N

Form 4

January 05, 2010

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 *
MILLER GREGORY N

(Last) (First) (Middle)

1069 STATE ROUTE 46E

(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)

12/31/2009

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 _____ Other (specify
below) below)

Senior V.P., CFO & Treasurer

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	12/31/2009		M	4	A	24,626	D
Common Stock	12/31/2009		F	2	D	\$ 23.99	24,624 D

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

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information contained in this form are not
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(9-02)

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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 of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit (Deferred Stock Award) 11/30/05 5 yr	(1)	12/31/2009		A	12	(2)	12/01/2010(2)	Common Stock	12
Restricted Stock Units (Deferred Stock Award) 11/30/06 5 yr	(1)	12/31/2009		A	21	(3)	12/01/2011(3)	Common Stock	21
Restricted Stock Units (Deferred Stock Award) 12/5/07 5 Yr	(1)	12/31/2009		A	29	(4)	12/06/2012(4)	Common Stock	29
Restricted Stock Units (Deferred Stock Award) 12/2/08 4 yr.	(1)	12/31/2009		A	43	(5)	12/03/2012(5)	Common Stock	43
	(1)	12/31/2009		A	52	(6)	12/04/2013(6)		52

Restricted Stock Units (Deferred Stock Award) 12/3/09 4 yr								Common Stock	
Restricted Stock Units (Deferred Stock Award) 12/3/09 4 yr	(1)	12/31/2009	A	37	(6)	12/04/2013(6)		Common Stock	37
Restricted Stock Units (Deferred Stock Awards) 12/15/04	(1)	12/31/2009	A	4	12/31/2009	12/31/2009		Common Stock	4
restricted Stock Units (Deferred Stock Awards) 12/15/04	(1)	12/31/2009	C	4	12/31/2009	12/31/2009		Common Stock	4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER GREGORY N 1069 STATE ROUTE 46E BATESVILLE, IN 47006			Senior V.P., CFO & Treasurer	

Signatures

Donna Isaacs, as Attorney-in-Fact for Gregory N.
Miller 01/05/2010

**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.

Restricted Stock Units vest 30% on 12/1/10. Stock units will automatically be converted into shares of common stock in accordance with

(2) respective vesting schedule unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights which accrue on dividend record date.

Restricted Stock Units vest 25% on 12/01/10 and 30% on 12/01/11. Stock units will automatically be converted into shares of common

(3) 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.

Restricted Stock Units vest 25% on 12/6/10, 25% on 12/6/11 and 30% on 12/6/12. Stock units will automatically be converted into shares

(4) 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.

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

(5) 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.

Restricted Stock Units vest 25% on 12/4/2010, 25% on 12/4/2011, 25% on 12/4/2012 and 25% on 12/4/2013. Stock units will

(6) 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) Price - Not Applicable.

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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