

HILLENBRAND W AUGUST
 Form 5
 November 13, 2012

FORM 5

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

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
HILLENBRAND W AUGUST
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
Hill-Rom Holdings, Inc. [HRC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

1069 STATE ROUTE 46E
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 09/30/2012

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

6. Individual or Joint/Group Reporting (check applicable line)

BATESVILLE, IN 47006
 (City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) Amount or (D) Price			
Common Stock	01/09/2012	^	G	1,692 (1) D \$ (2)	136,827 (3)	D	^
Common Stock	^	^	3	^ ^ ^	^	I	By Spouse
Common Stock	^	^	3	^ ^ ^	^	I	By Spouse's GRAT
Common Stock	09/04/2012	^	J4	18,646 (6) A \$ 29.25	686,350	I	By Various Trusts

Common Stock	1	2	3	4	5	6	7	By Various GRATs (W August Hillenbrand/Oxford GRATS)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D S B O E I F (I
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
(A)	(D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HILLENBRAND W AUGUST 1069 STATE ROUTE 46E BATESVILLE, IN 47006	1	1	1	1

Signatures

Kevin Warns, Attorney-in-fact for W August Hillenbrand

11/13/2012

**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) 1,692 shares represent a Bona fide gift.
 - (2) Price - Not Applicable
 - (3) Reflects the distribution and contribution of shares of common stock to and from GRATS and Trusts. Each such distribution and contribution qualifies as only a change in the form of the Reporting Person's beneficial ownership, and, as such, has not been previously reported.

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- These amounts reflect the distribution of shares of common stock as annuity payment from GRATs to Reporting Person's Spouse. Such
- (4) distribution qualifies as only a change in the form of the Reporting Person's beneficial ownership, and, as such, has not been previously reported.
 - (5) Reporting person disclaims beneficial ownership of these securities.
 - (6) Represents shares which became indirectly owned by the reporting person through a revocable trust as a result of a substitution of assets into an irrevocable grantor trust.
 - (7) This amount reflects the distribution and contribution of shares of common stock to and from these GRATS. Each such distribution qualifies as only a change in the form of the Reporting Person's beneficial ownership, and, as such, has not been previously reported.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.