

Hill-Rom Holdings, Inc.

Form 4

April 02, 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  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**CLASSON ROLF A**

(Last) (First) (Middle)

**14 WOLF HILL TERRACE**

(Street)

**MARTINSVILLE, NJ 08836**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**Hill-Rom Holdings, Inc. [HRC]**

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

**03/31/2009**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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

☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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  
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number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) |
|-----------------------------------------------------|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-----------------------------------------------------|
|-----------------------------------------------------|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-----------------------------------------------------|

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| Derivative Security                                    | Code | V | Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) |     | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |         |
|--------------------------------------------------------|------|---|--------------------------------------------------------------------|-----|------------------|-----------------|--------------|----------------------------|---------|
|                                                        |      |   | (A)                                                                | (D) |                  |                 |              |                            |         |
| Restricted Stock Units (Deferred Stock Award) 2/13/04  | (1)  |   |                                                                    |     | 03/31/2009       |                 | Common Stock | 29                         | \$ 9.85 |
| Restricted Stock Units (Deferred Stock Award) 2/11/05  | (1)  |   |                                                                    |     | 03/31/2009       |                 | Common Stock | 37                         | \$ 9.85 |
| Restricted Stock Units (Deferred Stock Award) 2/13/06  | (1)  |   |                                                                    |     | 03/31/2009       |                 | Common Stock | 68                         | \$ 9.85 |
| Restricted Stock Units (Deferred Stock Award) 2/9/07   | (1)  |   |                                                                    |     | 03/31/2009       |                 | Common Stock | 69                         | \$ 9.85 |
| Restricted Stock Units (Deferred Stock Awards) 2/11/08 | (1)  |   |                                                                    |     | 03/31/2009       |                 | Common Stock | 68                         | \$ 9.85 |
| Restricted Stock                                       | (1)  |   |                                                                    |     | 03/31/2009       |                 | Common Stock | 67                         | \$ 9.85 |

Units  
(Deferred  
Stock  
Awards)  
2/17/09

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |         |       |
|------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                  | Director      | 10% Owner | Officer | Other |
| CLASSON ROLF A<br>14 WOLF HILL TERRACE<br>MARTINSVILLE, NJ 08836 |               |           | X       |       |

## Signatures

|                                                          |            |
|----------------------------------------------------------|------------|
| Donna Isaacs, as Attorney-in-Fact for Rolf A.<br>Classon | 04/02/2009 |
|----------------------------------------------------------|------------|

\_\_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 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 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.  
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