

Keller Richard G  
 Form 4  
 December 03, 2009

**FORM 4**

**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).

**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

(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  
 Officer (give title below)  Other (specify below)  
 VP, Controller & CAO

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 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount (A) or (D) Price                                                                       |                                                          |                                   |
| Common Stock                    | 12/01/2009                           |                                                    | C                              |                                                                   | 428 A \$ 22.63                                                                                | 5,064 <sup>(3)</sup>                                     | 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 of Underlying Securities (Instr. 3 and 4) | 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 <sup>(2)</sup> 12/01/2010 <sup>(2)</sup>      | 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 <sup>(2)</sup> 12/01/2011 <sup>(2)</sup>      | Common Stock                                                  | 445                        |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                      |       |
|----------------------------------------------------------------------|---------------|-----------|----------------------|-------|
|                                                                      | Director      | 10% Owner | Officer              | Other |
| Keller Richard G<br>1069 STATE ROUTE 46 EAST<br>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. 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.