

Hill-Rom Holdings, Inc.
 Form 4
 April 02, 2008

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 *
 Golden Charles E

(Last) (First) (Middle)

7806 MORNINGSIDE LANE

(Street)

INDIANAPOLIS, IN 46240

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/31/2008

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 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)	
				(A) or (D)	Price			
				Code	V	Amount	(D)	Price

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

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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	Derivative Security		Code	V	(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A)	(D)				
Deferred Director Fees	<u>(1)</u>	03/31/2008	<u>A⁽³⁾</u>		18		01/04/2011 <u>(4)</u>	<u>(4)</u>	Common Stock	18
Restricted Stock Units (Deferred Stock Award) 2/13/04	<u>(1)</u>	03/31/2008	<u>A⁽³⁾</u>		10		02/14/2005 <u>(2)</u>	<u>(2)</u>	Common Stock	10
Restricted Stock Units (Deferred Stock Award) 2/11/05	<u>(1)</u>	03/31/2008	<u>A⁽³⁾</u>		11		02/12/2006 <u>(2)</u>	<u>(2)</u>	Common Stock	11
Restricted Stock Units (Deferred Stock Award) 2/13/06	<u>(1)</u>	03/31/2008	<u>A⁽³⁾</u>		11		02/14/2007 <u>(2)</u>	<u>(2)</u>	Common Stock	11
Restricted Stock Units (Deferred Stock Award) 2/9/07	<u>(1)</u>	03/31/2008	<u>A⁽³⁾</u>		10		02/10/2008 <u>(2)</u>	<u>(2)</u>	Common Stock	10
Restricted Stock Units (Deferred Stock Award) 2/11/08	<u>(1)</u>	03/31/2008	<u>A⁽³⁾</u>		11		02/11/2009 <u>(2)</u>	<u>(2)</u>	Common Stock	11

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Restricted Stock Units (Deferred Stock Award) 2/13/04	<u>(1)</u>	03/31/2008	<u>J(5)</u>	1,504	02/14/2005 <u>(2)</u>	<u>(2)</u>	Common Stock	1,504
Restricted Stock Units (Deferred Stock Award) 2/11/05	<u>(1)</u>	03/31/2008	<u>J(5)</u>	1,639	02/12/2006 <u>(2)</u>	<u>(2)</u>	Common Stock	1,639
Restricted Stock Units (Deferred Stock Award) 2/13/06	<u>(1)</u>	03/31/2008	<u>J(5)</u>	1,603	02/14/2007 <u>(2)</u>	<u>(2)</u>	Common Stock	1,603
Restricted Stock Units (Deferred Stock Award) 2/9/07	<u>(1)</u>	03/31/2008	<u>J(5)</u>	1,570	02/10/2008 <u>(2)</u>	<u>(2)</u>	Common Stock	1,570
Restricted Stock Units (Deferred Stock Award) 2/11/08	<u>(1)</u>	03/31/2008	<u>J(5)</u>	1,540	02/11/2009 <u>(2)</u>	<u>(2)</u>	Common Stock	1,540
May 17, 02 Stock Option Award	\$ 33.28	03/31/2008	<u>J(5)</u>	3,400	05/17/2003	05/17/2012	Common Stock	3,400
Feb. 13, 03 Stock Option Award	\$ 26.22	03/31/2008	<u>J(5)</u>	3,400	02/13/2004	02/13/2013	Common Stock	3,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Golden Charles E 7806 MORNINGSIDE LANE INDIANAPOLIS, IN 46240	X			

Signatures

Charles E.
Golden 04/02/2008

__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) These stock units shall vest on the later of the date indicated, or the six-month anniversary of the date that the Director ceases to be a member of the Board of Directors of the Corporation.
- (3) Restricted Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- (4) All of these phantom stock units will automatically be converted into shares of common stock at 20% each on January 4, 2011, January 4, 2012, January 4, 2013, January 4, 2014, and January 4, 2015, respectively.
- (5) On March 31, 2008, Hill-Rom Holdings, Inc. (formerly Hillenbrand Industries, Inc.) completed the spin-off of Hillenbrand, Inc. (formerly Batesville Holdings, Inc.). In connection with the spin-off, equitable adjustments were made to outstanding restricted stock units and stock options.

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.