

HILLENBRAND W AUGUST

Form 4

January 11, 2010

**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 \*  
HILLENBRAND W AUGUST

(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)  
01/07/2010

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 01/07/2010                           |  | M                              | 60,000 A  | \$ 19.62 134,277  | D  |   |
| Common Stock                    |                                      |  |                                |   | 0 <sup>(2)</sup>  | I  | By GRATs  |
| Common Stock                    |                                      |  |                                |   | 38,926 <sup>(2)</sup>   | I  | By Spouse's GRAT                                      |
| Common Stock                    |                                      |  |                                |   | 6,447 <sup>(1)</sup>  | I  | By Spouse   |
| Common Stock                    |                                      |  |                                |   | 71,773  | I  | By Family LLC   |
|                                 |                                      |  |                                |   | 715,400   | I  | By Trusts   |

|              |                        |   |  |  |  |  |
|--------------|------------------------|---|--|--|--|--|
| Common Stock |                        |   |  |  |  |  |
| Common Stock | 0 <sup>(3)</sup>       | I | By Trusts for Grandchildren              |  |  |  |
| Common Stock | 8,222                  | I | By W August Hillenbrand 2003 Option GRAT |  |  |  |
| Common Stock | 0 <sup>(2)</sup>       | I | By May 1 2008 GRAT                       |  |  |  |
| Common Stock | 238,169 <sup>(1)</sup> | I | By March 1 2009 GRAT                     |  |  |  |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Common Stock (Option 1/17/2000)            | \$ 19.62   | 01/07/2010                           |  | M                              | 60,000  | 12/02/2000 01/17/2010                                    | Common Stock  | 60,000                     |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| HILLENBRAND W AUGUST<br>1069 STATE ROUTE 46E<br>BATESVILLE, IN 47006 | X             |           |         |       |

## Signatures

Donna Isaacs as Attorney-in-Fact for W August  
Hillenbrand

01/11/2010

\_\_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).

This amount reflects distributions of shares of common stock as annuity payments from GRATS to the reporting person or his spouse.

(1) 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.

This amount reflects distributions of shares of common stock to beneficiaries of these GRATs, including the reporting person and some of

(2) his children. Each such distribution to the reporting person qualifies as only a change in the form of the reporting person's beneficial ownership, and, as such, has not been previously reported.

(3) The reporting person no longer beneficially owns securities held by these trusts as he is no longer trustee.

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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