

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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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 *
 Edison Sheri H.

(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)
 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)
 Sr. VP & Chief Admin. Officer

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (Deferred Stock Award) 12/3/03 5 Yr	<u>(1)</u>	03/31/2008	<u>A(2)</u>	2					12/04/2008 ⁽³⁾	<u>(3)</u>	Common Stock	2
Restricted Stock Units (Deferred Stock Award) 12/15/04 5 Yr	<u>(1)</u>	03/31/2008	<u>A(2)</u>	4					12/16/2008 ⁽⁴⁾	<u>(4)</u>	Common Stock	4
Restricted Stock Units (Deferred Stock Award) 11/30/05 5 Yr.	<u>(1)</u>	03/31/2008	<u>A(2)</u>	6					12/01/2008 ⁽⁵⁾	<u>(5)</u>	Common Stock	6
Restricted Stock Units (Deferred Stock Award) 11/30/06 5 Yr	<u>(1)</u>	03/31/2008	<u>A(2)</u>	8					12/01/2008 ⁽⁶⁾	<u>(6)</u>	Common Stock	8
Restricted Stock Units (Deferred Stock Award)	<u>(1)</u>	03/31/2008	<u>A(2)</u>	18					12/06/2009 ⁽⁷⁾	<u>(7)</u>	Common Stock	18

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12/5/07 5
Yr

Restricted
Stock
Units
(Deferred
Stock
Award)
12/3/03

(1)

03/31/2008

J⁽⁸⁾

209

12/04/2008⁽³⁾

(3)

Common
Stock

209

Restricted
Stock
Units
(Deferred
Stock
Award)
12/15/04

(1)

03/31/2008

J⁽⁸⁾

604

12/16/2008⁽⁴⁾

(4)

Common
Stock

604

Restricted
Stock
Units
(Deferred
Stock
Award)
11/30/05

(1)

03/31/2008

J⁽⁸⁾

859

12/01/2008⁽⁵⁾

(5)

Common
Stock

859

Restricted
Stock
Units
(Deferred
Stock
Award)
11/30/06

(1)

03/31/2008

J⁽⁸⁾

1,139

12/01/2008⁽⁶⁾

(6)

Common
Stock

1,139

Restricted
Stock
Units
(Deferred
Stock
Award)
12/5/07

(1)

03/31/2008

J⁽⁸⁾

2,579

12/06/2009⁽⁷⁾

(7)

Common
Stock

2,579

Oct. 7, 02
Stock
Option
Award

\$ 28.34

03/31/2008

J⁽⁸⁾

1,133

10/07/2003

10/07/2012

Common
Stock

1,133

Dec. 4, 02
Stock
Option
Award

\$ 25.67

03/31/2008

J⁽⁸⁾

1,700

12/04/2003

12/04/2012

Common
Stock

1,700

Dec. 3 ,03
Stock

\$ 31.48

03/31/2008

J⁽⁸⁾

3,400

12/03/2004

12/02/2013

Common
Stock

3,400

Option Award									
Dec. 15, 04 Stock Option Award	\$ 30.04	03/31/2008	J ⁽⁸⁾	5,100	12/15/2005	12/15/2014	Common Stock	5,100	
Nov. 30, 05 Stock Option Award	\$ 26.46	03/31/2008	J ⁽⁸⁾	5,100	11/30/2006	11/30/2015	Common Stock	5,100	
Nov. 30, 06 Stock Option Award	\$ 31.3	03/31/2008	J ⁽⁸⁾	4,675	11/30/2007	11/30/2016	Common Stock	4,675	
Dec. 5, 07 Stock Option Award	\$ 29.22	03/31/2008	J ⁽⁸⁾	9,690	12/05/2008	12/05/2017	Common Stock	9,690	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Edison Sheri H. 1069 STATE ROUTE 46 EAST BATESVILLE, IN 47006			Sr. VP & Chief Admin. Officer	

Signatures

Sheri H. Edison 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) Restricted Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- Restricted Stock Units vest 20% on 12/4/05; 25% on 12/4/06; 25% on 12/4/07; and 30% on 12/4/08. Stock units will automatically be
- (3) converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- Restricted Stock Units vest 20% on 12/16/06, 25% on 12/16/07; 25% on 12/16/08 and 30% on 12/16/09. Stock units will automatically be
- (4) converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights, which accrue on dividend record date.
- Restricted Stock Units vest 20% on 12/1/07, 25% on 12/1/08, 25% on 12/1/09 and 30% on 12/1/10. Stock units will automatically be
- (5) converted into shares of common stock in accordance with respective vesting schedule unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights which accrue on dividend record date.

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(6) Restricted Stock Units vest 20% on 12/1/08, 25% on 12/1/09, 25% on 12/1/10 and 30% on 12/1/11. Stock units will automatically be converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights, which accrue on dividend record date.

(7) Restricted Stock Units vest 20% on 12/6/09, 25% on 12/6/10, 25% on 12/6/11 and 30% on 12/6/12. Stock units will automatically be converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

(8) 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.

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