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

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average burden hours per

January 31,

Form 5 obligations may continue. See Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

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

(Street)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

06/30/2008

(Middle)

Hill-Rom Holdings, Inc. [HRC]

(Check all applicable)

(First) (Last)

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

X_ Director 10% Owner Other (specify Officer (give title

14 WOLF HILL TERRACE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

X 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

below)

MARTINSVILLE, NJ 08836

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed Security

(Instr. 3)

4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned Ownership Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)

Conversion or Exercise Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. 4 **TransactionNumber** Code of (Instr. 8) Derivative

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

1

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	Derivative Security			Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	I I			
			Code V	(A) (D)) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (Deferred Stock Award) 2/13/04	(1)	06/30/2008	A(2)	11	02/14/2005(3)	(3)	Common Stock	11
Restricted Stock Units (Deferred Stock Award) 2/11/05	<u>(1)</u>	06/30/2008	A(2)	14	02/12/2006(3)	(3)	Common Stock	14
Restricted Stock Units (Deferred Stock Award) 2/13/063/20/06	<u>(1)</u>	06/30/2008	A(2)	25	03/21/2007(3)	(3)	Common Stock	25
Restricted Stock Units (Deferred Stock Award) 2/9/07	<u>(1)</u>	06/30/2008	A(2)	25	02/10/2008(3)	(3)	Common Stock	25
Retricted Stock Units (Deferred Stock Awards) 2/11/08	<u>(1)</u>	06/30/2008	A(2)	25	02/12/2009(3)	(3)	Common Stock	25

Reporting Owners

Reporting Owner Name / Address	Relationships					
Toporting Office Plante, Plantess	Director	10% Owner	Officer	Other		
CLASSON ROLF A 14 WOLF HILL TERRACE MARTINSVILLE, NJ 08836	X					

Signatures

Donna Isaacs, as Attorney-ın-Fact for Rolf A. Classon	07/02/2008	
**Signature of Reporting Person	Date	

Reporting Owners 2

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. 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.