### Edgar Filing: De Carli Earl Vincent - Form 4

De Carli Earl V	incent									
Form 4										
January 05, 200										
FORM 4	4		GEGU	DITIES				NT.	PPROVAL	
	UNITED	STATES		shington			COMMISSIO	N OMB Number:	3235-0287	
Check this b if no longer subject to Section 16. Form 4 or	F CHAN	NGES IN SECUI	Expires: Estimated burden hou response	urs per						
Form 5 obligations may continue <i>See</i> Instruction 1(b).	e. Section 17(	a) of the l	Public U	Itility Hol	lding Cor		nge Act of 1934, of 1935 or Secti 940			
(Print or Type Resp	oonses)									
1. Name and Address of Reporting Person <u>*</u> De Carli Earl Vincent			2. Issuer Name <b>and</b> Ticker or Trading Symbol Hill-Rom Holdings, Inc. [HRC]				5. Relationship of Reporting Person(s) to Issuer			
		AT 111 \	•				(Check all applicable)			
(Last) (First) (Middle) 1069 STATE ROUTE 46E			<ol> <li>Date of Earliest Transaction (Month/Day/Year)</li> <li>12/31/2008</li> </ol>				Director 10% Owner X_ Officer (give title Other (specify below) below) Group V.P. Care Continuum Svcs			
(Street) BATESVILLE, IN 47006			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
DATES VILLE	, 11 17000						Person			
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	Fransaction Date onth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D) Price	(Instr. 3 and 4)			
Reminder: Report	on a separate line	for each cl	ass of sec	urities bene	•	•	•			
					inforn requii	nation cont ed to resp lys a curre	spond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Se

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Secu Acqu (A)	oosed D) ar. 3,					(Iı
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (Deferred Stock Award) 3/10/08 5 yr	<u>(1)</u>	12/31/2008		А	35		<u>(2)</u>	03/11/2013 <u>(2)</u>	Common Stock	35	<del>4 )</del>
Restricted Stock Units (Deferred Stock Award) 12/2/08 4 yr	<u>(1)</u>	12/31/2008		A	54		<u>(3)</u>	12/03/2012 <u>(3)</u>	Common Stock	54	<del>4</del> 9

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
De Carli Earl Vincent 1069 STATE ROUTE 46E BATESVILLE, IN 47006			Group V.P. Care Continu Svcs					
Signatures								
Donna Isaacs, as Attorney-in-Fac DeCarli	01/05	5/2009						
<u>**</u> Signature of Reporting Pers	son	Da	ate					
Explanation of Dec	000000							

## **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 vest 20% on 3/11/2010, 25% on 3/11/2011, 25% on 3/11/2012 and 30% on 3/11/2013. Stock units will automatically be converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral

### Edgar Filing: De Carli Earl Vincent - Form 4

election has been made. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

Restricted Stock Units vest 50% on 12/3/2010, 25% on 12/3/2011 and 25% on 12/3/2012. Stock units will automatically be converted

(3) 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.

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.