

MILLER GREGORY N
Form 4
December 07, 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 *
MILLER GREGORY N

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1069 STATE ROUTE 46 EAST
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/06/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SENIOR VP, CFO & TREASURER

BATESVILLE, IN 47006

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 12/03/2010 | | M | | 5,082 A \$ 0 ⁽¹⁾ | 34,127 | D |
| Common Stock | 12/03/2010 | | F | | 2,076 D \$ 42.14 | 32,051 | D |
| Common Stock | 12/03/2010 | | M | | 4,625 A \$ 33.24 | 36,676 | D |
| Common Stock | 12/03/2010 | | M | | 16,404 A \$ 29.22 | 53,080 | D |
| Common Stock | 12/03/2010 | | S | | 21,029 D \$ 42.79 ₍₃₎ | 32,051 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|---------------------|--------|---|
| Common Stock | 12/06/2010 | M | 5,232 | A | \$ 0 ⁽¹⁾ | 37,283 | D |
| Common Stock | 12/06/2010 | F | 2,138 | D | \$ 42.73 | 35,145 | D |
| Common Stock | 12/06/2010 | M | 2,210 | A | \$ 0 ⁽¹⁾ | 37,355 | D |
| Common Stock | 12/06/2010 | F | 903 | D | \$ 42.73 | 36,452 | D |

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 Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units granted 12/2/2008 | \$ 0 ⁽¹⁾ | 12/03/2010 | | M | 5,082 | 12/03/2010 | 12/03/2012 ⁽²⁾ | Common Stock | 5,082 |
| Stock Option (right to buy) | \$ 33.24 | 12/03/2010 | | M | 4,625 | ⁽⁴⁾ | 04/09/2012 | Common Stock | 4,625 |
| Stock Option (right to buy) | \$ 29.22 | 12/03/2010 | | M | 16,404 | ⁽⁴⁾ | 12/05/2017 | Common Stock | 16,404 |
| Restricted Stock Units granted 12/3/2009 | \$ 0 ⁽¹⁾ | 12/06/2010 | | M | 5,232 | 12/06/2010 | 12/04/2013 ⁽²⁾ | Common Stock | 5,232 |

Restricted
Stock
Units granted
12/5/2007

\$ 0 ⁽¹⁾ 12/06/2010

M

2,210

12/06/2010

12/06/2012⁽²⁾

Common
Stock

2,210

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MILLER GREGORY N 1069 STATE ROUTE 46 EAST BATESVILLE, IN 47006 | | | SENIOR VP, CFO & TREASURER | |

Signatures

/s/ ROBERT MACKLIN,
ATTORNEY-IN-FACT

12/07/2010

**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).

- (1) Conversion price is 1 for 1 with common stock
- (2) Expiration date represents last conversion date for remaining tranche(s) of securities.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.67 to \$42.86, inclusive. The reporting person undertakes to provide to Hill-Rom Holdings, Inc., any security holder of Hill-Rom Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

- (4) Option grant had graded vesting schedule; vesting varied by tranche.

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.