

FRANK ANDREAS G
Form 4
November 20, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
FRANK ANDREAS G

(Last) (First) (Middle)
130 EAST RANDOLPH STREET, SUITE 1000
(Street)

CHICAGO, IL 60601

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/17/2018

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)
SVP, Chief Transformation Off

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 Ownership (Instr. 4)		
				(A) or (D)	Price				
Common Stock	11/17/2018		M	V	2,768	A	\$ 93.18	26,100	D
Common Stock	11/17/2018		F(1)	D	812	D	\$ 93.18	25,288	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 7 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Underlying Security. Row 1: Restricted Stock Units (11/16/2015), \$ 0 (2), 11/17/2018, M, 2,768, 11/17/2018(3), 11/17/2018(3), Common Stock.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships. Row 1: FRANK ANDREAS G, 130 EAST RANDOLPH STREET, SUITE 1000, CHICAGO, IL 60601; Relationships: Director, 10% Owner, Officer, Other.

Signatures

/s/ Ari D. Mintzer as Attorney-in-Fact for Andreas G. Frank 11/19/2018
**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) Reflects the reporting person's payment of minimum statutory tax obligations by withholding shares of Hill-Rom Holdings, Inc. Common Stock incident to the vesting of restricted stock units in accordance with Rule 16b-3.
(2) Restricted stock units convert into common stock on a one-for-one basis.
(3) On 11/16/2015, the reporting person was granted 2,680 restricted stock units which vested 100% on 11/17/2018. Restricted stock units are automatically converted into shares of common stock in accordance with the respective vesting schedule and 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.