SODERBERG PETER H
Form 4
April 02, 2009

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SODERBERG PETER 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)
03/31/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President and CEO

6. Individual or Joint/Group Filing(Check 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

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	(A) or (D)	Price			
Common Stock	03/31/2009		M		93 (1)	A	(2)	50,972	D	
Common Stock	03/31/2009		F		29	D	$ 9.89	50,943	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)

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 Securities (Instr. 3 and 4)		8 I S (
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (Deferred Stock Award) 2/13/04	(3)	03/31/2009		A		29 (4)		(5)	(5)	Common Stock	29	
Restricted Stock Units (Deferred Stock Award) 2/11/05	(3)	03/31/2009		A		37 (4)		(5)	(5)	Common Stock	37	
Restricted Stock Units (DeferredStock Award) 5 yr. 3/20/06	(3)	03/31/2009		A		203		(6)	(6)	Common Stock	203	
Restricted Stock Units (Deferred Stock Award) 12/14/06 5 Yr	(3)	03/31/2009		A		266		(7)	(7)	Common Stock	266	
Restricted Stock Units (Deferred Stock Award) 12/6/07 5 Yr	(3)	03/31/2009		A		393		(8)	(8)	Common Stock	393	
Restricted Stock Units (Deferred Stock Award) 12/2/08 4 Yr.	(3)	03/31/2009		A		542		(9)	(9)	Common Stock	542	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SODERBERG PETER H 1069 STATE ROUTE 46 EAST BATESVILLE, IN 47006	X		President and CEO	

Signatures

Donna Isaacs, as Attorney-in-Fact for Peter H. Soderberg	04/02/2009
**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) These shares were issued to the reporting person in connection with the cash dividend paid on the issuer's common stock on March 31, 2009 and reflect the conversion of restricted stock unit dividend equivalent rights accrued on the record date for the dividend in respect of restricted stock units that vested and were converted to common stock between the record date for the dividend and the payout date for the dividend.

(2) Price - Not Applicable.

(3) Conversion or Exercise Price of Derivative Security is 1-for-1.

(4) Restricted Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

(5) 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 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.

(6) Restricted stock units vest 25% on 3/21/10 and 30% on 3/21/11. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

(7) These restricted stock units vest 25% on 12/15/2009, 25% on 12/15/2010 and 30% on 12/15/2011. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

(8) Restricted Stock Units vest 20% on 12/07/2009, 25% on 12/07/2010, 25% on 12/07/2011 and 30% on 12/07/2012. 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.

(9) 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 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.
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