

DENNIS KIMBERLY K
 Form 4
 August 05, 2010

FORM 4

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

OMB APPROVAL

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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 *
DENNIS KIMBERLY K

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 46E
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/03/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Group VP, N.A. Post Acute Care

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 08/03/2010 | | M | 7,400 A \$ 27.09 | 21,431 | D | |
| Common Stock | 08/03/2010 | | S | 7,400 D \$ 34.75 | 14,031 | D | |
| Common Stock | 08/04/2010 | | M | 1,100 A \$ 19.39 | 15,131 | D | |
| Common Stock | 08/04/2010 | | S | 1,100 D \$ 35.15 | 14,101 ⁽²⁾ | D | |
| Common Stock | | | | | 442 | I | By spouse |

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

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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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option-Right to Buy (11/9/01) | \$ 27.09 | 08/03/2010 | | M | 7,400 | Date Exercisable: 11/09/2002 ⁽¹⁾ Expiration Date: 11/09/2011 | Common Stock | 7,400 |
| Employee Stock Option - Right to Buy (12/2/08) | \$ 19.39 | 08/04/2010 | | M | 1,100 | Date Exercisable: 12/02/2009 ⁽³⁾ Expiration Date: 12/02/2018 | Common Stock | 1,100 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DENNIS KIMBERLY K 1069 STATE ROUTE 46E BATESVILLE, IN 47006 | | | Group VP, N.A. Post Acute Care | |

Signatures

Donna Isaacs, as Attorney-in-Fact for Kim Dennis 08/05/2010

__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) Shares vested in three equal annual installments beginning on the date indicated.
- (2) Amount includes 70 shares of Hill-Rom common stock purchased pursuant to the Hill-Rom Holdings, Inc. Employee Stock Purchase Plan; cumulative total purchased through this plan to date is 126 shares.
- (3) The option vests in four equal annual installments beginning on the date indicated.

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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