

LICHTENSTEIN SUSAN R
 Form 3
 May 07, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â LICHTENSTEIN SUSAN R		(Month/Day/Year)	Hill-Rom Holdings, Inc. [HRC]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
1069 STATE ROUTE 46 EAST			(Check all applicable)	
(Street)			___ Director	___ 10% Owner
			<input checked="" type="checkbox"/> Officer	___ Other
BATESVILLE,Â INÂ 47006			(give title below)	(specify below)
(City)	(State)	(Zip)	Sr. VP & Chief Counsel	
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	0	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

				Shares		(I) (Instr. 5)	
05/06/10 Stock Option Award	05/06/2011 ⁽¹⁾	05/06/2020	Common Stock	19,625	\$ 31.69	D	Â
05/06/10 Restricted Stock Units (Deferred Stock Award) 3 yr	05/07/2013 ⁽³⁾	05/07/2013 ⁽³⁾	Common Stock	7,889	\$ 0 ⁽²⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LICHTENSTEIN SUSAN R 1069 STATE ROUTE 46 EAST BATESVILLE, IN 47006	Â	Â	Â Sr. VP & Chief Counsel	Â

Signatures

Donna Isaacs as Attorney in Fact for Susan R. Lichtenstein
 05/07/2010
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) This option vests in four equal annual installments beginning on the date indicated.
- (2) Conversion or Exercise Price of Derivative Security is 1-for-1.
 Restricted stock units vest 100% on 5/7/2013. Stock units will automatically be converted into shares of common stock in accordance
- (3) 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.

Â

Remarks:

Exhibit 24 Power of Attorney attached

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.