

Hill-Rom Holdings, Inc.  
Form 5  
October 30, 2013

# FORM 5

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**HILLENBRAND W AUGUST**

(Last) (First) (Middle)

1069 STATE ROUTE 46E

(Street)

BATESVILLE, IN 47006

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**09/30/2013**

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)

6. Individual or Joint/Group Reporting

(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) | (A) or (D) | Price   | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|---|--|--|---|
| Common Stock                    | 01/16/2013                           | ^  | G                              | 1,984   | D          | \$ <sup>(1)</sup> <u>165,634</u> <sub>(2)</sub> | D  | ^  |   |
| Common Stock                    | 02/07/2013                           | ^  | G                              | 805   | A          | \$ <sup>(1)</sup> <u>166,439</u> <sub>(2)</sub> | D  | ^  |   |
| Common Stock                    | ^                                    | ^  | ^                              | ^   | ^          | ^   | <u>95,808</u> <sup>(3)</sup> <sub>(4)</sub>  | I  | By Spouse   |
| Common Stock                    | ^                                    | ^  | ^                              | ^   | ^          | ^   | 686,350  | I  | By Various Trusts                                     |

Common Stock      69,209 <sup>(5)</sup> I

By Various GRATs  
(W August  
Hillenbrand/Oxford  
GRATS)

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) | 8. Price of Derivative Security (Instr. 5) | 9. Price of Underlying Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| HILLENBRAND W AUGUST<br>1069 STATE ROUTE 46E<br>BATESVILLE, IN 47006 | ^             | ^         | ^       | ^     |

## Signatures

Kevin Warns, Attorney-in-fact for W August Hillenbrand      10/30/2013

\_\_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) Price - Not Applicable

Reflects the distribution and contribution of shares of common stock to and from GRATS and Trusts. Each such distribution and

### (2) contribution qualifies as only a change in the form of the Reporting Person's beneficial ownership, and, as such, has not been previously reported.

### (3)

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This amount reflects the distribution of shares of 9,222 shares of common stock from Spouse's GRAT to Reporting Person's Spouse. In addition, 10,170 shares from Spouse's GRAT were distributed to the beneficiaries. Such distribution qualifies as only a change in the form of the Reporting Person's beneficial ownership, and, as such, has not been previously reported.

- (4) Reporting person disclaims beneficial ownership of these securities.
- (5) This amount reflects the distribution of shares of common stock to and from these GRATS. Each such distribution qualifies as only a change in the form of the Reporting Person's beneficial ownership, and, as such, has not been previously reported.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.