Hill-Rom Holdings, Inc. Form 4

November 20, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MURPHY MICHAEL

(First) (Middle) (Last)

1069 STATE ROUTE 46E

(Street)

BATESVILLE, IN 47006

Security

(Instr. 3)

2. Issuer Name and Ticker or Trading Symbol

Hill-Rom Holdings, Inc. [HRC]

3. Date of Earliest Transaction

(Month/Day/Year) 11/18/2013

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner Other (specify Officer (give title below) below)

Senior VP QA/RA

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

(City) (State)

1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

Execution Date, if (Month/Day/Year)

(Zip)

Code (Instr. 8)

3.

Disposed of (D)

TransactionAcquired (A) or (Instr. 3, 4 and 5)

(A)

4. Securities

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership Form: Direct (D) or Indirect Beneficial (T) (Instr. 4)

7. Nature of Indirect Ownership (Instr. 4)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

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

1. Title of Derivative

Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number Transaction Derivative Date Code Securities

6. Date Exercisable and Expiration (Month/Day/Year)

7. Title and Amou Underlying Securi (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	(A) or Dispo (D) (Instrant and 5)	sed of 3, 4,				
				Code V	/ (A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Shar
11/18/13 Stock Option Award	\$ 41.53	11/18/2013		A	8,78	5	11/18/2014 <u>(1)</u>	11/18/2023(1)	Common Stock	8,7
11/18/13 Restricted Stock Units (Deferred Stock Award) 3 yr	\$ 0 (3)	11/18/2013		A	2,52	4	11/19/2016 <u>(2)</u>	11/19/2016 <u>(2)</u>	Common Stock	2,5

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

MURPHY MICHAEL 1069 STATE ROUTE 46E BATESVILLE, IN 47006

Senior VP QA/RA

Signatures

Kevin Warns, Attorney-in-fact for Michael Murphy

11/20/2013

**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) Options vest 25% on each November 18, 2014, 2015, 2016 and 2017.
- (2) 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.
- (3) Conversion or Exercise Price of Derivative Security is 1-for-1.

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.

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