

Hill-Rom Holdings, Inc.
 Form 3
 April 09, 2008

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 DENNIS KIMBERLY K | | (Month/Day/Year) | Hill-Rom Holdings, Inc. [HRC] | |
| (Last) | (First) | (Middle) | 04/01/2008 | |
| 1069 STATE ROUTE 46E | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| BATESVILLE,Â INÂ 47006 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Group VP, N.A. Post Acute Care | |

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 | 5,283 | D | Â |
| Common Stock | 442 | I | Spouse's Holdings |

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

SEC 1473 (7-02)

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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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|---------------------------|---------------------------|--------------|----------------------------|-------------------|---------------------------------------|---|
| Restricted Stock Units (Deferred Stock Award) 12/3/03 5 yr | 12/04/2008 ⁽¹⁾ | 12/04/2008 ⁽¹⁾ | Common Stock | 1,215 | \$ ⁽²⁾ | D | Â |
| Restricted Stock Units (Deferred Stock Award) 12/15/04 5 yr | 12/16/2008 ⁽³⁾ | 12/16/2009 ⁽³⁾ | Common Stock | 3,070 | \$ ⁽²⁾ | D | Â |
| Restricted Stock Units (Deferred Stock Award) 11/30/05 5 yr | 12/01/2008 ⁽⁴⁾ | 12/01/2010 ⁽⁴⁾ | Common Stock | 6,080 | \$ ⁽²⁾ | D | Â |
| Restricted Stock Units (Deferred Stock Award) 11/30/06 5 Yr | 12/01/2008 ⁽⁵⁾ | 12/01/2011 ⁽⁵⁾ | Common Stock | 5,722 | \$ ⁽²⁾ | D | Â |
| Restricted Stock Units (Deferred Stock Award) 12/5/07 5 Yr | 12/06/2009 ⁽⁶⁾ | 12/06/2012 ⁽⁶⁾ | Common Stock | 5,613 | \$ ⁽²⁾ | D | Â |
| 8/23/99 Stock Option | 08/23/2000 ⁽⁷⁾ | 08/23/2009 ⁽⁷⁾ | Common Stock | 616 | \$ 16.2 | D | Â |
| 1/17/2000 Stock Option | 01/17/2001 ⁽⁷⁾ | 01/17/2010 ⁽⁷⁾ | Common Stock | 925 | \$ 19.63 | D | Â |
| 1/15/2001 Stock Option | 01/15/2002 ⁽⁷⁾ | 01/15/2011 ⁽⁷⁾ | Common Stock | 4,316 | \$ 24.51 | D | Â |
| 11/9/2001 Stock Option | 11/09/2002 ⁽⁷⁾ | 11/09/2011 ⁽⁷⁾ | Common Stock | 7,400 | \$ 27.09 | D | Â |
| 4/9/2002 Stock Option | 04/09/2003 ⁽⁷⁾ | 04/09/2012 ⁽⁷⁾ | Common Stock | 3,700 | \$ 33.24 | D | Â |
| 12/4/2002 Stock Option | 12/04/2003 ⁽⁷⁾ | 12/04/2012 ⁽⁷⁾ | Common Stock | 7,400 | \$ 25.67 | D | Â |
| 12/3/2003 Stock Option | 12/03/2004 ⁽⁷⁾ | 12/03/2013 ⁽⁷⁾ | Common Stock | 27,750 | \$ 31.48 | D | Â |
| 12/15/2004 Stock Option | 12/04/2005 ⁽⁷⁾ | 12/04/2014 ⁽⁷⁾ | Common Stock | 29,600 | \$ 30.04 | D | Â |
| 11/30/2005 Stock Option | 11/30/2006 ⁽⁷⁾ | 11/30/2015 ⁽⁷⁾ | Common Stock | 27,417 | \$ 26.46 | D | Â |
| 11/30/2006 Stock Option | 11/30/2007 ⁽⁷⁾ | 11/30/2016 ⁽⁷⁾ | Common Stock | 21,090 | \$ 31.3 | D | Â |
| 12/05/2007 Stock Option | 12/05/2008 ⁽⁷⁾ | 12/05/2017 ⁽⁷⁾ | Common Stock | 23,125 | \$ 29.22 | D | Â |

Reporting Owners

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

Signatures

Kim Dennis 04/09/2008

**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) Restricted Stock Units vest 20% on 12/4/05; 25% on 12/4/06; 25% on 12/4/07; and 30% on 12/4/08. 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.

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

(3) Restricted Stock Units vest 20% on 12/16/06, 25% on 12/16/07; 25% on 12/16/08 and 30% on 12/16/09. 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 date.

(4) Restricted Stock Units vest 20% on 12/1/07, 25% on 12/1/08, 25% on 12/1/09 and 30% on 12/1/10. Stock units will automatically be converted into shares of common stock in accordance with respective vesting schedule unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights which accrue on dividend record date.

(5) Restricted Stock Units vest 20% on 12/01/08, 25% on 12/01/09, 25% on 12/01/10 and 30% on 12/01/11. 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.

(6) Restricted Stock Units vest 20% on 12/6/09, 25% on 12/6/10, 25% on 12/6/11 and 30% on 12/6/12. 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.

(7) The option vests in three 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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