

Napier Katherine S
 Form 3
 July 21, 2009

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 Napier Katherine S | | (Month/Day/Year) | Hill-Rom Holdings, Inc. [HRC] | |
| (Last) | (First) | (Middle) | 07/17/2009 | |
| 1069 STATE ROUTE 46 EAST | | | 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 checked="" type="checkbox"/> Director | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | (give title below) | (specify below) |

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 | |

Edgar Filing: Napier Katherine S - Form 3

| | | Shares | | (I) (Instr. 5) | |
|--|---|-----------------|--------------------|-------------------|----------------------------|
| Restricted Stock Units (Deferred Stock Award) 07/17/09 | 07/18/2010 ⁽¹⁾ <input type="checkbox"/> ⁽¹⁾ | Common Stock | 832 ⁽³⁾ | \$ ⁽²⁾ | D <input type="checkbox"/> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------------------------------|--------------------------|--------------------------|--------------------------|
| | Director | 10% Owner | Officer | Other |
| Napier Katherine S 1069 STATE ROUTE 46 EAST BATESVILLE, IN 47006 | <input checked="" type="checkbox"/> X | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signatures

Donna M. Isaacs as Attorney-in-Fact for Katherine S.
Napier

07/21/2009

**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).
- These restricted stock units vest on the date of the grant but delivery of the underlying shares of common stock will not occur until the
- (1) later of one year and one day from the date of the grant, or the six-month anniversary of the date that the Director ceases to be a member of the Board of Directors of the Company.
 - (2) Conversion or Exercise Price of Derivative Security is 1-for-1.
 - (3) Restricted Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

Remarks:

EXHIBIT LIST: Exhibit 24 - Power of Attorney

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.