

De Carli Earl Vincent
Form 3/A
May 05, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

OMB
Number: 3235-0104
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2005
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burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting
Person *

De Carli Earl Vincent

(Last) (First) (Middle)

1069 STATE ROUTE 46E

(Street)

BATESVILLE, IN 47006

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/01/2008

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner

☒ Officer ____ Other
(give title below) (specify below)

Group VP, Care Continuum Svc

5. If Amendment, Date Original
Filed(Month/Day/Year)

04/01/2008

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ 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)

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)

Date Exercisable Expiration Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of
Shares

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)
(Instr. 5)

6. Nature of
Indirect Beneficial
Ownership
(Instr. 5)

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Restricted Stock Units (Deferred Stock Award) 3/10/08	03/11/2010 ⁽²⁾	03/11/2013 ⁽²⁾	Common Stock	5,585	\$ ⁽¹⁾	D	Â
March 10, 2008 Stock Option	03/10/2009 ⁽³⁾	03/10/2018 ⁽³⁾	Common Stock	21,090	\$ 27.37	D	Â
Founders RSU Grant April 1, 2008	04/02/2010 ⁽⁴⁾	04/02/2010 ⁽⁴⁾	Common Stock	30	\$ 25.37	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
De Carli Earl Vincent 1069 STATE ROUTE 46E BATESVILLE, IN 47006	Â	Â	Â Group VP, Care Continuum Svc	Â

Signatures

Earl V. DeCarli 05/05/2008

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

Restricted Stock Units vest 20% on 3/11/2010, 25% on 3/11/2011, 25% on 3/11/2012 and 30% on 3/11/2013. 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) The option vests in three equal annual installments beginning on the date indicated.

(4) These awards were part of a Founders' Grant of 30 Restricted Stock Units (with approximate value that date of \$761 per employee) to each employee of the Company in connection with the spin-off of the Company's funeral services business.

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.