

Meyers Kenneth F
 Form 4
 September 26, 2018

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Meyers Kenneth F

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

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

130 EAST RANDOLPH STREET, SUITE 1000

09/22/2018

Chief Human Resources Officer

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CHICAGO, IL 60601

(City) (State) (Zip)

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) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 09/22/2018 | | M | V | 7,323 \$ 91.36 | A | 17,341 D |
| Common Stock | 09/22/2018 | | F(1) | D | 2,146 \$ 91.36 | D | 15,207 (2) D |
| Common Stock | | | | | | | 1,402.22 (3) I |

By
 Hill-Rom Holdings, Inc.
 Employee Stock Purchase Plan

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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 (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
| Restricted Stock Units (09/21/2015) | \$ 0 ⁽⁴⁾ | 09/22/2018 | | M | 7,323 | 09/22/2018 ⁽⁵⁾ 09/22/2018 ⁽⁵⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Meyers Kenneth F 130 EAST RANDOLPH STREET SUITE 1000 CHICAGO, IL 60601 | | | Chief Human Resources Officer | |

Signatures

/s/ Ari D. Mintzer as Attorney-in-Fact for Kenneth F. Meyers
 **Signature of Reporting Person
 09/26/2018
 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) Reflects the reporting person's payment of minimum statutory tax obligations by withholding shares of Hill-Rom Holdings, Inc. Common Stock incident to the vesting of restricted stock units in accordance with Rule 16b-3.
- (2) Includes 12 shares acquired in connection with reinvested dividends since the reporting person's last report.
- (3) Reflects the number of shares held in the Hill-Rom Holdings, Inc. Employee Stock Purchase Plan (ESPP Plan) as of September 24, 2018. Includes 287.26 shares acquired since the reporting person's last report.

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- (4) Restricted stock units convert into common stock on a one-for-one basis.

On 09/21/2015, the reporting person was granted 21,530 restricted stock units. Restricted stock units vested 34% on 9/22/2016, 33% on

- (5) 9/22/2017, and 33% on 9/22/2018. Restricted stock units are automatically converted into shares of common stock in accordance with the respective vesting schedule. Restricted stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

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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