

Kao Chaofu Jeffrey
 Form 3/A
 May 05, 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 Kao Chaofu Jeffrey | | (Month/Day/Year) | Hill-Rom Holdings, Inc. [HRC] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | | | 04/01/2008 |
| 1069 STATE ROUTE 46E | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| BATESVILLE,Â INÂ 47006 | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | (give title below) (specify below) | |
| | | | President, N.A.. 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) |
|------------------------------------|--|---|--|

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 Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | | | |
| | | Title | Amount or Number of Shares | | |

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| | | | | | | | |
|--|---------------------------|---------------------------|--------------|--------|---------------|---|---|
| Restricted Stock Units (Deferred Stock Award) 5/24/07 | 05/25/2009 ⁽²⁾ | 05/24/2012 ⁽²⁾ | Common Stock | 5,667 | \$ <u>(1)</u> | D | Â |
| Restricted Stock Units (Deferred Stock Award) 12/5/07 | 12/06/2009 ⁽³⁾ | 12/05/2012 ⁽³⁾ | Common Stock | 5,613 | \$ <u>(1)</u> | D | Â |
| May 24, 2007 Stock Option | 05/24/2008 ⁽⁴⁾ | 05/24/2017 ⁽⁴⁾ | Common Stock | 17,575 | \$ 35.77 | D | Â |
| Dec. 5, 2007 Stock Option | 12/05/2008 ⁽⁴⁾ | 12/05/2017 ⁽⁴⁾ | Common Stock | 21,090 | \$ 29.22 | D | Â |
| Founders RSU Grant April 1, 2008 | 04/02/2010 ⁽⁵⁾ | 04/02/2010 ⁽⁵⁾ | Common Stock | 30 | \$ 25.37 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kao Chaofu Jeffrey 1069 STATE ROUTE 46E BATESVILLE, IN 47006 | Â | Â | Â President, N.A.. Acute Care | Â |

Signatures

Jeffrey Kao 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 5/25/09, 25% on 5/25/10, 25% on 5/25/11 and 30% on 5/25/12. 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.

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.

(4) The option vests in three equal annual installments beginning on the date indicated.

(5) 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.

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