

Meyers Kenneth F
 Form 4
 September 26, 2017

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

(Last) (First) (Middle)

TWO PRUDENTIAL PLAZA,
 SUITE 4100, 180 NORTH
 STETSON AVENUE

(Street)

CHICAGO, IL 60601

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/22/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Chief Human Resources Officer

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 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 (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------------|---|--|
| | | | | (A) or (D) | Price | | | | | |
| Common Stock | 09/22/2017 | | M | V | 7,253 | A | \$ 73.43 | 12,361 | D | |
| Common Stock | 09/22/2017 | | F(1) | | 2,343 | D | \$ 73.43 | 10,018 | D | |
| Common Stock | | | | | | | | 1,058.028 (2) | I | By Hill-Rom Holdings, Inc. Employee Stock Purchase |

Plan

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

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.

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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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Pr Deriv Secur (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|------------------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Restricted Stock Units | (3) | 09/22/2017 | | M | 7,253 | (4) | (4) | Common Stock | 7,253 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Meyers Kenneth F
TWO PRUDENTIAL PLAZA, SUITE 4100
180 NORTH STETSON AVENUE
CHICAGO, IL 60601

Chief Human Resources Officer

Signatures

/s/ Ari D. Mintzer as Attorney-in-Fact for Kenneth F. Meyers

09/26/2017

**Signature of Reporting Person

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) Reflects the number of shares held in the Hill-Rom Holdings, Inc. Employee Stock Purchase Plan (ESPP Plan) as of September 22, 2017.

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

On September 21, 2015, the reporting person was granted 25,013 restricted stock units. Restricted stock units vested 34% on 9/22/2016,

- (4) 33% on 9/22/2017 and will vest 33% on 9/22/2018. Restricted stock units are automatically converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral election has been made. 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.

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.