

Keller Richard G
Form 4/A
December 28, 2012

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Keller Richard G

(Last) (First) (Middle)

1069 ROUTE 46 EAST

(Street)

BATRESVILLE, IN 47006

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Hill-Rom Holdings, Inc. [HRC]

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

11/13/2012

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

11/21/2012

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP, Controller & CAO

6. Individual or Joint/Group Filing(Check
Applicable Line)

X 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/13/2012		M	712 A	\$ 0 14,071	D	
Common Stock	11/13/2012		F	224 ⁽¹⁾ D	\$ 26.94 13,847	D	

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

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SEC 1474
(9-02)

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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 Acquired (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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy) 11/13/11	\$ 26.94	11/13/2012		A	5,304	11/13/2013 11/13/2022	Common Stock	5,304
Restricted Stock Units (Deferred Stock Award) 3 yr	\$ 0	11/13/2012		A	1,546	11/14/2015 11/14/2015	Common Stock	1,546
Performance Share Units (12/03/09)	\$ 26.94	11/13/2012		M	712	11/13/2012 12/03/2012	Common Stock	712

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Keller Richard G 1069 ROUTE 46 EAST BATRESVILLE, IN 47006	VP, Controller & CAO

Signatures

Kevin Warns as Attorney in Fact for Richard G. Keller 12/28/2012

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) This amendment is filed solely to notate the correct number of shares forfeited to satisfy the filers income tax liability

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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