

Hill-Rom Holdings, Inc.
 Form 5
 November 15, 2016

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Solomon Carlyn D

 (Last) (First) (Middle)

180 N. STETSON,, SUITE 4100

 (Street)

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

 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
09/30/2016

5. Relationship of Reporting Person(s) to Issuer

 (Check all applicable)
 ___ Director ___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)
Chief Operating Officer

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

6. Individual or Joint/Group Reporting

 (check applicable line)

CHICAGO, IL 60601

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | |
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock | 11/18/2015 | Â | M4 | 19,157 | A | \$ ⁽¹⁾ | 19,157 | D | Â |
| Common Stock | 11/18/2015 | Â | F4 | 5,958 | D | \$ 51.59 | 13,199 ⁽²⁾ | D | Â |

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

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SEC 2270 (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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Restricted Stock Units (11/17/2014) | Â | 11/18/2015 | Â | M4 | Â 19,157 | Â (3) Â (3) | Common Stock 19,15 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Solomon Carlyn D 180 N. STETSON, SUITE 4100 CHICAGO, IL 60601 | Â | Â | Â Chief Operating Officer | Â |

Signatures

/s/ Ari Mintzer as Attorney-in-Fact for Carlyn Solomon
Date: 11/15/2016

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) Restricted stock units convert into common stock on a one-for-one basis.
- (2) This total reflects ownership as of 9/30/2016; total shares beneficially owned as reported in interim reports since 11/18/2015, if any, are deemed amended to reflect the previously unreported transaction identified in note (3) below.
On 11/17/2014, the reporting person was granted 56,347 restricted stock units. Restricted stock units vest 34% on 11/18/2015, 33% on 11/18/2016, and 33% on 11/18/2017. 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.
- (3)

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