

SHADER ALTON
Form 4
June 13, 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 *
SHADER ALTON

(Last) (First) (Middle)
130 EAST RANDOLPH STREET, SUITE 1000
(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)
06/11/2018

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)
SVP, Pres. of Welch Allyn

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/11/2018		M		3,988	A	\$ 45.91
Common Stock	06/11/2018		S ⁽¹⁾		3,688	D	\$ 93.59 ⁽²⁾
Common Stock	06/11/2018		S ⁽¹⁾		300	D	\$ 94.187 ⁽³⁾
Common Stock	06/11/2018		M		5,085	A	\$ 30.63
Common Stock	06/11/2018		S ⁽¹⁾		4,785	D	\$ 51,210 93.646

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Common Stock	06/11/2018	S ⁽¹⁾	300	D	⁽⁴⁾ \$ 94.223	50,910	D
Common Stock	06/11/2018	M	7,739	A	⁽⁵⁾ \$ 26.94	58,649	D
Common Stock	06/11/2018	S ⁽¹⁾	7,339	D	⁽⁶⁾ \$ 93.713	51,310	D
Common Stock	06/11/2018	S ⁽¹⁾	400	D	⁽⁷⁾ \$ 94.173	50,910	D

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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 45.91	06/11/2018		M	3,988	07/11/2012 ⁽⁸⁾	07/11/2021	Common Stock	3,988
Employee Stock Option (Right to Buy)	\$ 30.63	06/11/2018		M	5,085	11/29/2012 ⁽⁹⁾	11/29/2021	Common Stock	5,085
Employee Stock Option	\$ 26.94	06/11/2018		M	7,739	11/13/2013 ⁽¹⁰⁾	11/13/2022	Common Stock	7,739

(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHADER ALTON 130 EAST RANDOLPH STREET SUITE 1000 CHICAGO, IL 60601			SVP, Pres. of Welch Allyn	

Signatures

/s/ Ari D. Mintzer as Attorney-in-Fact for Alton
Shader 06/13/2018

__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) The sales reported on this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 11, 2018. This transaction was executed in multiple trades at prices ranging from \$93.33 to \$93.99. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (2) This transaction was executed in multiple trades at prices ranging from \$94.03 to \$94.49. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (3) This transaction was executed in multiple trades at prices ranging from \$93.315 to \$93.938. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (4) This transaction was executed in multiple trades at prices ranging from \$94.04 to \$94.48. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (5) This transaction was executed in multiple trades at prices ranging from \$93.30 to \$93.97. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (6) This transaction was executed in multiple trades at prices ranging from \$94.03 to \$94.48. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (7) Options vested 25% on each of July 11, 2012, 2013, 2014 and 2015.
- (8) Options vested 25% on each of November 29, 2012, 2013, 2014 and 2015.
- (9) Options vested 25% on each of November 13, 2013, 2014, 2015 and 2016.
- (10)

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.