

Baron Mark David  
 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 Baron Mark David		(Month/Day/Year)	Hill-Rom Holdings, Inc. [HRC]	
(Last)	(First)	(Middle)	04/01/2008	
1069 STATE ROUTE 46E		4. Relationship of Reporting Person(s) to Issuer		
(Street)		(Check all applicable)		
BATESVILLE,Â INÂ 47006		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below) Sr. VP, Ops & Prod. Dev.		
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
			04/01/2008	
1. Title of Security		2. Amount of Securities Beneficially Owned		3. Ownership Form:
(Instr. 4)		(Instr. 4)		Direct (D) or Indirect (I) (Instr. 5)
Common Stock		2,476		D    Â
4. Nature of Indirect Beneficial Ownership		6. Individual or Joint/Group Filing(Check Applicable Line)		
(Instr. 5)		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

**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)
Common Stock	2,476	D	Â

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

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				Shares		(I) (Instr. 5)	
Restricted Stock Units (Deferred Stock Award) 12/3/03	12/04/2005 <sup>(1)</sup>	12/03/2008 <sup>(1)</sup>	Common Stock	606	\$ <sup>(2)</sup>	D	Â
Restricted Stock Units (Deferred Stock Award) 12/15/04	12/16/2006 <sup>(3)</sup>	12/15/2009 <sup>(3)</sup>	Common Stock	1,096	\$ <sup>(2)</sup>	D	Â
Restricted Stock Units (Deferred Stock Awards) 11/30/05	12/01/2007 <sup>(4)</sup>	11/30/2010 <sup>(4)</sup>	Common Stock	4,676	\$ <sup>(2)</sup>	D	Â
Restricted Stock Units (Deferred Stock Awards) 11/30/06	12/01/2008 <sup>(6)</sup>	11/30/2011 <sup>(6)</sup>	Common Stock	5,722	\$ <sup>(2)</sup>	D	Â
Restricted Stock Units (Deferred Stock Awards) 12/5/07	12/06/2009 <sup>(5)</sup>	12/06/2012 <sup>(5)</sup>	Common Stock	6,549	\$ <sup>(2)</sup>	D	Â
Stock Option Nov. 9, 2001	11/10/2002 <sup>(7)</sup>	11/10/2011 <sup>(7)</sup>	Common Stock	7,400	\$ 27.09	D	Â
Stock Option April 9, 2002	04/10/2003 <sup>(7)</sup>	04/10/2012 <sup>(7)</sup>	Common Stock	4,625	\$ 33.24	D	Â
Stock Option Dec. 4, 2002	12/05/2003 <sup>(7)</sup>	12/05/2012 <sup>(7)</sup>	Common Stock	7,400	\$ 25.67	D	Â
Stock Option Dec. 3, 2003	12/04/2004 <sup>(7)</sup>	12/04/2013 <sup>(7)</sup>	Common Stock	7,400	\$ 31.48	D	Â
Stock Option Dec. 15, 2004	12/16/2005 <sup>(7)</sup>	12/16/2014 <sup>(7)</sup>	Common Stock	7,400	\$ 30.04	D	Â
Stock Option Nov. 30, 2005	12/01/2006 <sup>(7)</sup>	12/01/2015 <sup>(7)</sup>	Common Stock	21,090	\$ 26.46	D	Â
Stock Option Nov. 30, 2006	12/01/2007 <sup>(7)</sup>	12/01/2016 <sup>(7)</sup>	Common Stock	21,090	\$ 31.3	D	Â
Stock Option Dec. 5, 2007	12/06/2008 <sup>(7)</sup>	12/06/2017 <sup>(7)</sup>	Common Stock	23,125	\$ 29.22	D	Â
Founders RSU Grant April 1, 2008	04/02/2010 <sup>(8)</sup>	04/02/2010 <sup>(8)</sup>	Common Stock	30	\$ 25.37	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Baron Mark David 1069 STATE ROUTE 46E BATESVILLE, IN 47006	Â	Â	Â Sr. VP, Ops & Prod. Dev.	Â

## Signatures

Mark Baron

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) Restricted Stock Units vest 20% on 12/4/05, 25% on 12/4/06, 25% on 12/4/07 and 30% on 12/4/08. 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.

(2) Conversion or Exercise Price of Derivative Security is 1-for-1.

(3) Restricted Stock Units vest 20% on 12/16/06, 25% on 12/16/07; 25% on 12/16/08 and 30% on 12/16/09. 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 date.

(4) Restricted Stock Units vest 20% on 12/1/07, 25% on 12/1/08, 25% on 12/1/09 and 30% on 12/1/10. Stock units will automatically be converted into shares of common stock in accordance with respective vesting schedule unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights which accrue on dividend record date.

(5) 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.

(6) Restricted Stock Units vest 20% on 12/01/08, 25% on 12/01/09, 25% on 12/01/10 and 30% on 12/01/11. 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 date.

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

(8) 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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