

GREISCH JOHN J

Form 4

December 15, 2017

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 *
GREISCH JOHN J

(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)
12/13/2017

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 Executive 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
| Common Stock | 12/13/2017 | | M | 50,000 | A \$ 30.63 | 280,851 | D |
| Common Stock | 12/13/2017 | | S ⁽¹⁾ | 22,229 | D \$ 82.93 (2) | 258,622 | D |
| Common Stock | 12/13/2017 | | S ⁽¹⁾ | 27,771 | D \$ 83.46 (3) | 230,851 | D |
| Common Stock | 12/14/2017 | | M | 50,000 | A \$ 30.63 | 280,851 | D |
| | 12/14/2017 | | S ⁽¹⁾ | 40,900 | D | 239,951 | D |

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| | | | | | | | |
|--------------|------------|------|--------|---|--------------------|---------|---|
| Common Stock | | | | | \$ 82.09 (4) | | |
| Common Stock | 12/14/2017 | S(1) | 9,100 | D | \$ 82.94 (5) | 230,851 | D |
| Common Stock | 12/15/2017 | M | 25,241 | A | \$ 30.63 | 256,092 | D |
| Common Stock | 12/15/2017 | S(1) | 25,241 | D | \$ 82.04 (6) | 230,851 | 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)

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) 11/29/2011 | \$ 30.63 | 12/13/2017 | | M | 50,000 | 11/29/2012 ⁽⁷⁾ | 11/29/2021 | Common Stock | 50,000 |
| Stock Option (right to buy) 11/29/2011 | \$ 30.63 | 12/14/2017 | | M | 50,000 | 11/29/2012 ⁽⁷⁾ | 11/29/2021 | Common Stock | 50,000 |
| Stock Option (right to buy) 11/29/2011 | \$ 30.63 | 12/15/2017 | | M | 25,241 | 11/29/2012 ⁽⁷⁾ | 11/29/2021 | Common Stock | 25,241 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GREISCH JOHN J 130 EAST RANDOLPH STREET SUITE 1000 CHICAGO, IL 60601 | X | | Chief Executive Officer | |

Signatures

/s/ Ari D. Mintzer as Attorney-in-Fact for John J. Greisch

12/15/2017

__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) The sales reported on this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 7, 2017.

- (2) This transaction was executed in multiple trades at prices ranging from \$82.18 to \$83.18. 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 \$83.19 to \$83.99. 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.

- (4) This transaction was executed in multiple trades at prices ranging from \$81.66 to \$82.66. 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 \$82.71 to \$83.10. 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 \$81.85 to \$82.63. 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 November 29, 2012, 2013, 2014 and 2015.

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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