

HILLENBRAND W AUGUST
 Form 5
 November 13, 2012

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 *
HILLENBRAND W AUGUST
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

1069 STATE ROUTE 46E
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 09/30/2012

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

6. Individual or Joint/Group Reporting (check applicable line)

BATESVILLE, IN 47006
 (City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
				(A) Amount or (D) Price			
Common Stock	01/09/2012	^	G	1,692 (1) D \$ (2)	136,827 (3)	D	^
Common Stock	^	^	3	^ ^ ^	^	I	By Spouse
Common Stock	^	^	3	^ ^ ^	^	I	By Spouse's GRAT
Common Stock	09/04/2012	^	J4	18,646 (6) A \$ 29.25	686,350	I	By Various Trusts

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- These amounts reflect the distribution of shares of common stock as annuity payment from GRATs to Reporting Person's Spouse. Such
- (4) distribution qualifies as only a change in the form of the Reporting Person's beneficial ownership, and, as such, has not been previously reported.
 - (5) Reporting person disclaims beneficial ownership of these securities.
 - (6) Represents shares which became indirectly owned by the reporting person through a revocable trust as a result of a substitution of assets into an irrevocable grantor trust.
 - (7) This amount reflects the distribution and contribution of shares of common stock to and from these GRATS. Each such distribution qualifies as only a change in the form of the Reporting Person's beneficial ownership, and, as such, has not been previously reported.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.