HILTON HOTELS CORP

Form 4

January 09, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287 Number:

January 31, Expires:

OMB APPROVAL

2005 Estimated average 0.5

burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Perso
HARVEY IAMES TIMOTHY

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(First) (Middle) (Last)

(Street)

(State)

(Zip)

HILTON HOTELS CORP [HLT] 3. Date of Earliest Transaction

(Month/Day/Year) 01/05/2007

(Check all applicable)

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

Exec. Vice Pres. and CIO

HILTON HOTELS CORPORATION, 9336 CIVIC

CENTER DRIVE

(City)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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

BEVERLY HILLS, CA 90210

		Tuble 1 Tion Delivative Securities Required, Disposed of, or Deliciting, Owned							
1.Title of	2. Transaction Date 2A. Deemed		3.	4. Securities Acquired		5. Amount of	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			ed of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	ode (Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			G 1 17		or	ъ.	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price			
Common	01/05/2007		A	85 <u>(1)</u>	Α	\$	106,803 (3)	D	
Stock	01/03/2007		A	63 <u>~</u>	Α	34.43	100,803	D	
Common	01/05/2007		Б	1,833	Ъ	\$	104 070 (3)	D	
Stock	01/03/2007		Г	(2)	ט	34.43	104,970 (5)	ט	
Stock	01/05/2007		F		D	34.43	104,970 <u>(3)</u>	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: HILTON HOTELS CORP - Form 4

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or		
						Exercisable	Date	Title Nun	Number		
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

HARVEY JAMES TIMOTHY HILTON HOTELS CORPORATION 9336 CIVIC CENTER DRIVE BEVERLY HILLS, CA 90210

Exec. Vice Pres. and CIO

Signatures

James T. Harvey, by Bryan S. White, Attorney-in-Fact

01/09/2007

**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).
- Represents stock units under the Corporation's 2004 Omnibus Equity Compensation Plan (the "2004 Plan") attributable to dividend **(1)** equivalent rights. Stock units under the 2004 Plan settle for common stock on a one-for-one basis.
- (2) Represents the number of shares withheld to pay tax withholding in connection with vesting of stock units under the 2004 Plan.
- Includes stock units attributable to participant's accounts under the Corporation's Supplemental Retirement and Retention Plan and the (3) 2004 Plan, which settle for common stock on a one-for-one basis, and investment units owned by participant in the Corporation's 401(k) Savings Plan.

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.

Reporting Owners 2