

Hyatt Hotels Corp  
Form 4  
January 03, 2012

**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 \*  
Settlement 1740 Trust #28

(Last) (First) (Middle)  
WEST BAY STREET, PO BOX  
N-3933  
(Street)

NASSAU, C5

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Hyatt Hotels Corp [H]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/01/2012

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)  
See Remarks

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. P Deriv |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|------------|

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| (Instr. 3)           | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | (Instr. 3) | (Instr. 4)    | (Instr. 5)       | (Instr. 6)      | (Instr. 7)           | (Instr. 8)                 | (Instr. 9) | (Instr. 10) |
|----------------------|------------------------------|------------------|------------|---|------------|---------------|------------------|-----------------|----------------------|----------------------------|------------|-------------|
|                      |                              |                  | Code       | V   | (A)        | (D)           | Date Exercisable | Expiration Date | Title                | Amount or Number of Shares |            |             |
| Class B Common Stock | (1)                          | 01/01/2012       | J          |   |            | 21,291<br>(2) | (1)              | (1)             | Class A Common Stock | 21,291                     |            |             |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |             |
|---|---------------|-----------|---------|-------------|
|   | Director      | 10% Owner | Officer | Other       |
| Settlement 1740 Trust #28<br>WEST BAY STREET, PO BOX N-3933<br>NASSAU, C5 |               |           |         | See Remarks |

## Signatures

/s/ Schevon Miller, Authorized Signatory  
01/03/2012  
Date

\*\*Signature of Reporting Person

## 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) As provided in the Issuer's Amended and Restated Certificate of Incorporation, each share of Class B Common Stock is convertible at any time, at the option of the holder, into one share of Class A Common Stock. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon any transfer, whether or not for value, except for certain permitted transfers described in the Issuer's Amended and Restated Certificate of Incorporation.
- (2) On January 1, 2012, the trustee of Settlement 1740 Trust #28 transferred to certain lineal descendants of Nicholas J. Pritzker, deceased, 21,291 shares of Class B Common Stock in the aggregate beneficially owned by Settlement 1740 Trust #28. No cash consideration was paid in connection with the transfers from Settlement 1740 Trust #28. Each of the transfers of shares of Class B Common Stock to the recipients constitutes a "permitted transfer" as defined under the Issuer's Amended and Restated Certificate of Incorporation.

### Remarks:

Member of 10% owner group. CIBC Trust Company (Bahamas) Limited serves as trustee of the Reporting Person and has investment control over the shares beneficially owned by the Reporting Person. The beneficiary of the Reporting Person does not have investment control over the shares of Class B Common Stock held by the Reporting Person. In addition, the Reporting Person may be deemed to be a member of a group because the Reporting Person has agreed to certain voting agreements and limitations on transfers of shares of Class A Common Stock and Class B Common Stock. The Reporting Person disclaims beneficial ownership of the securities reported in this Form 4 to the extent of its pecuniary interest therein.

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.