

HILTON HOTELS CORP
Form 4/A
June 16, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
UEBERROTH PETER V

2. Issuer Name and Ticker or Trading Symbol
HILTON HOTELS CORP [HLT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
HILTON HOTELS CORPORATION, 9336 CIVIC CENTER DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
06/14/2005

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

(Street)
BEVERLY HILLS, CA 90210

4. If Amendment, Date Original Filed(Month/Day/Year)
06/14/2005

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------|------------------|----------|
| | | | | (A) or (D) | Price | | | | | |
| Common Stock | 06/14/2005 | | S | V | 250,000 | D | \$ 24.3463 | 695,542 | I ⁽¹⁾ | By Trust |
| Common Stock | 06/14/2005 | | G | V | 43,279 ⁽²⁾ | D | \$ 0 | 652,263 | I ⁽³⁾ | By Trust |

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

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SEC 1474 (9-02)

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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| UEBERROTH PETER V HILTON HOTELS CORPORATION 9336 CIVIC CENTER DRIVE BEVERLY HILLS, CA 90210 | X | | | |

Signatures

Peter V. Ueberroth, by Bryan S. White, Attorney-in-Fact 06/14/2005

__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) Includes 546,136 shares owned by the Ueberroth Family Trust, of which Mr. Ueberroth is a trustee, and 149,406 shares owned by the Ueberroth Family Foundation, of which Mr. Ueberroth is a director.
- (2) The 43,279 shares were gifted by the Ueberroth Family Trust to an unaffiliated Foundation.
- (3) Includes 502,857 shares owned by the Ueberroth Family Trust and 149,406 shares owned by the Ueberroth Family Foundation.

Remarks:

Revised to correct the identity of gift of shares from the Ueberroth Family Trust to an unaffiliated foundation and to reflect a d

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