Hyatt Hotels Corp Form 4 March 25, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Grismer Patrick J

(First) (Middle) (Last)

C/O HYATT HOTELS **CORPORATION. 71 SOUTH** WACKER DRIVE, 12TH FLOOR

(Street)

(State)

Filed(Month/Day/Year)

2. Issuer Name and Ticker or Trading Symbol

Hyatt Hotels Corp [H]

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

03/23/2016

4. If Amendment, Date Original

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

See Remarks

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

Director

X_ Officer (give title

CHICAGO, IL 60606

(City)

1. Title of 2. Transaction Date 2A. Deemed

Security (Instr. 3)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

Securities Beneficially Owned Following Reported Transaction(s)

5. Amount of

6. Ownership Form: Direct (I) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

10% Owner

Other (specify

(Instr. 3 and 4)

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

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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

Conversion

3. Transaction Date 3A. Deemed

5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative

6. Date Exercisable and Expiration Date

7. Title and A Underlying S

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	(1)	03/23/2016		A	13,372	(2)	<u>(2)</u>	Class A Common Stock
Restricted Stock Units	(1)	03/23/2016		A	10,557	03/16/2020(3)	03/16/2020(3)	Class A Common Stock
Stock Appreciation Rights	\$ 47.36	03/23/2016		A	43,558	<u>(4)</u>	03/23/2026	Class A Common Stock
Stock Appreciation Rights	\$ 47.36	03/23/2016		A	45,710	<u>(5)</u>	03/23/2026	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Kelationships					
•	Director	10% Owner	Officer	Other		

Grismer Patrick J C/O HYATT HOTELS CORPORATION 71 SOUTH WACKER DRIVE, 12TH FLOOR CHICAGO, IL 60606

See Remarks

Signatures

Rena Hozore Reiss, Attorney-in-fact 03/25/2016

**Signature of Reporting Person D

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) Each Restricted Stock Unit ("RSU") represents the contingent right to receive, at settlement, one share of Class A Common Stock.
- The RSUs issued pursuant to the Third Amended and Restated Hyatt Hotels Corporation Long-Term Incentive Plan (the "LTIP") vest and (2) become payable in four equal annual installments beginning on March 16, 2017. The RSUs will be settled in shares of Class A Common Stock upon vesting, subject to earlier settlement upon death or disability or a change of control of the Issuer.
- (3) The RSUs issued pursuant to the LTIP vest and become payable on March 16, 2020. The RSUs will be settled in shares of Class A Common Stock upon vesting, subject to earlier settlement upon death or disability or a change of control of the Issuer.
- (4) The stock appreciation rights issued pursuant to the LTIP vest in four equal annual installments beginning on March 16, 2017.

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(5) The stock appreciation rights issued pursuant to the LTIP vest in three equal annual installments beginning on March 16, 2017.

Remarks:

Executive Vice President, Chief Financial Officer

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