GARVEY CHRISTINE

Form 4 January 03, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

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response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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(b).

(Last)

(City)

1. Name and Address of Reporting Person * **GARVEY CHRISTINE**

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

(Zip)

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

(Check all applicable)

10% Owner

Other (specify

HILTON HOTELS

CORPORATION, 9336 CIVIC

CENTER DRIVE

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Month/Day/Year)

12/31/2006

6. Individual or Joint/Group Filing(Check

Applicable Line)

X_ Director

Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

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

BEVERLY HILLS, CA 90210

	Tuble 1 11011 Delivery of Security 5 11011 Delivery 5 11011									
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of			
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of	Securities	Form: Direct	Indirect			
(Instr. 3)	•	any	Code	(D)	Beneficially	(D) or	Beneficial			
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership			
		•			Following	(Instr. 4)	(Instr. 4)			
				(4)	Reported					
				(A)	Transaction(s)					
			C 1 W	or	(Instr. 3 and 4)					
~			Code V	Amount (D) Price						
Common	12/31/2006		A	153 (1) A \$	3,899 (3)	D				
Stock	12/31/2000		Λ	133 <u>(1)</u> A 34.9	3,677 <u>~</u>	Ъ				
~										
Common	12/31/2006		A	154 (2) A \$	4.053 (3)	D				
Stock	12/31/2000		Л	154 (2) A \$ 34.9	- ,033 <u>~</u>	D				

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	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namel		
					Exercisable	Date		Number			
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director

GARVEY CHRISTINE HILTON HOTELS CORPORATION 9336 CIVIC CENTER DRIVE BEVERLY HILLS, CA 90210



Signatures

Christine Garvey, by Bryan S. White, Attorney-in-Fact

01/03/2007

**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).
- Acquired pursuant to election to receive shares of Hilton common stock in lieu of quarterly director retainer fees under the Hilton Hotels **(1)** Corporation Director's Stock and Deferred Retainer Plan ("Deferred Retainer Plan").
- Acquired pursuant to election to receive stock units in lieu of quarterly director retainer fees under the Deferred Retainer Plan. Stock units settle for common stock on a one-for-one basis upon the participant's retirement from the Board.
- (3) Includes stock units attributable to participant's account under the Deferred Retainer 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.

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