



**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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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## 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

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.