

HARVEY JAMES TIMOTHY
Form 3/A
March 21, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â HARVEY JAMES
TIMOTHY

(Last) (First) (Middle)

HILTON HOTELS
CORPORATION,Â 9336 CIVIC
CENTER DRIVE

(Street)

BEVERLY
HILLS,Â CAÂ 90210

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
01/30/2006

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer ____ Other
(give title below) (specify below)
Exec. Vice Pres. and CIO

5. If Amendment, Date Original Filed(Month/Day/Year)
02/08/2006

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

Common Stock

2. Amount of Securities Beneficially Owned
(Instr. 4)

103,847 (1) (2)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

D

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Â

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)

(Instr. 4)

(Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HARVEY JAMES TIMOTHY
HILTON HOTELS CORPORATION
9336 CIVIC CENTER DRIVE
BEVERLY HILLS, CA 90210

^

^

^

Exec. Vice Pres. and CIO ^

Signatures

James T. Harvey, by Bryan S. White,
Attorney-in-Fact

03/21/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Includes stock units attributable to participant's accounts under the Corporation's 2004 Omnibus Equity Compensation Plan and

(1) Supplemental Retirement and Retention Plan, which settle for common stock on a one-for-one basis, and investment units owned by participant in the Corporation's 401(k) Savings Plan.

(2) Original Form 3 filing inadvertently omitted to include 8,710 stock units granted to Mr. Harvey under the Corporation's 2004 Omnibus Equity Compensation Plan prior to Mr. Harvey becoming a reporting officer.

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.