

HILTON HOTELS CORP
Form POS AM
May 01, 2003

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As filed with the Securities and Exchange Commission on May 1, 2003

Registration No. 333-87570

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-3

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

HILTON HOTELS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation or organization)

36-2058176

(I.R.S. Employer Identification)

**9336 Civic Center Drive
Beverly Hills, California 90210
(310) 278-4321**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Madeleine A. Kleiner
Executive Vice President, General Counsel and Corporate Secretary
Hilton Hotels Corporation
9336 Civic Center Drive
Beverly Hills, California 90210
(310) 278-4321**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Cynthia A. Rotell
Latham & Watkins
633 West Fifth Street, Suite 4000
Los Angeles, California 90071
(213) 485-1234**

Approximate Date Of Commencement Of Proposed Sale To The Public: Not applicable.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, check the following box.

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

DEREGISTRATION OF SHARES

On May 3, 2002, Hilton Hotels Corporation, a Delaware corporation (the "Company"), filed with the Securities and Exchange Commission a registration statement on Form S-3 (File No. 333- 87570), amended on May 17, 2002 (the "Registration Statement"), registering for offer and sale from time to time 5,200,000 shares of common stock of the Company, \$2.50 par value per share (the "Shares") by certain selling stockholders.

In accordance with the undertaking contained in the Registration Statement pursuant to Item 512(a)(3) of Regulation S-K, the Company files this Post-Effective Amendment No. 1 to the Registration Statement to remove from registration those Shares remaining unsold under the Registration Statement as of the date hereof (the "Unsold Shares"). The Company is deregistering the Unsold Shares because the Company's obligation to maintain the effectiveness of the Registration Statement with respect to the Shares pursuant to a registration rights agreement dated as of May 1, 2002 between the Company and Pan Global Partners has expired.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Beverly Hills, State of California, on May 1, 2003.

HILTON HOTELS CORPORATION

By: /s/ MADELEINE A. KLEINER

Madeleine A. Kleiner
*Executive Vice President, General Counsel
and Corporate Secretary*

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to Registration Statement has been signed below by the following persons in the capacities indicated on May 1, 2003.

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Stephen F. Bollenbach
President, Chief Executive Officer
and Director

Benjamin V. Lambert
Director

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A. Steven Crown
Director

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Peter M. George
Director

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Matthew J. Hart
Executive Vice President and
Chief Financial Officer

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Barron Hilton
Chairman of the Board

*

Dieter Huckestein
Director

*

Robert L. Johnson
Director

*

Robert M. La Forgia
Senior Vice President and Controller
(Chief Accounting Officer)

*By: /s/ MADELEINE A. KLEINER

Madeleine A. Kleiner
Attorney-in-Fact

*

David Michels
Director

*

John H. Myers
Director

*

John L. Notter
Director

*

Donna F. Tuttle
Director

*

Peter V. Ueberroth
Director

*

Sam D. Young
Director

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