

# **HYATT HOTELS CORP**

# Reported by **DON NICHOLAS TRUST**

## FORM 4

(Statement of Changes in Beneficial Ownership)

## Filed 05/16/11 for the Period Ending 05/15/11

Address 71 SOUTH WACKER DRIVE

12TH FLOOR

CHICAGO, IL 60606

Telephone (312) 750-1234

CIK 0001468174

Symbol H

SIC Code 7011 - Hotels and Motels

Industry Hotels & Motels

Sector Services

Fiscal Year 12/31





[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE **COMMISSION**

Washington, D.C. 20549

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## STATEMENT OF CHANGES IN 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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *				2.	2. Issuer Name <b>and</b> Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
Don Nicholas	Trust			H	Iya	tt Hotel	s Corp [	H ]						
(Last)	(First)	(Mid	dle)	3.	3. Date of Earliest Transaction (MM/DD/YYYY)				Office	Director 10% Owner Officer (give title below) X Other (specify				
C/O LEWIS N		_					5/15/2	011		below) See Rema	rks			
TRUSTEE, 35 SUITE 800	555 I IIV.	IMON	S LAN	Ŀ,										
	(Street)					Amendme DD/YYYY)	nt, Date C	riginal Fil	ed	6. Individo Applicable Li		int/Group	Filing (Ch	eck
HOUSTON, 7	(State)	7 (Zip)	)									Reporting Pe		n
		Table l	[ - Non-I	Deriv	ativ	ve Securit	ies Acqui	red, Dispo	osed of, or	Beneficially	-		<u> </u>	
1.Title of Security (Instr. 3)				2. Tra Date	ans.	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)	4. Securities Acquired (A Disposed of (Instr. 3, 4 ar  (A) or Amount (D)	Follo (D) (Instr	nount of Securities wing Reported T . 3 and 4)			6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Tab	le II - De	rivative	Securitio	es Be	nef	icially Ow	ned ( e.g.	, puts, ca	lls, warra	nts, options	, convert	tible secur	rities)	
I. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans.	3A. Deemed Execution Date, if any	4. Trans Code (Instr 8)	i. I S	5. Number of Derivative Securities Acquired (A) Disposed of (I Instr. 3, 4 and	and Expir	6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Owned Following Reported	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V (	A) (D)	Date Exercisal	Expiration le Date	Title	Amount or Number of Shares		Transaction (s) (Instr. 4)	4)	
Class B Common Stock	(1)	5/15/2011		s		241728	(1)	(1)	Class A Common Stock	241728	\$44.03	0	D	

#### **Explanation of Responses:**

(1) As provided in the Issuer's Amended and Restated Certificate of Incorporation, each share of Class B Common Stock is convertible at any time, at the option of the holder, into one share of Class A Common Stock. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon any transfer, whether or not for value, except for certain permitted transfers described in the Issuer's Amended and Restated Certificate of Incorporation. The disposition of the shares of Class B Common Stock by the Reporting Person constitutes a "permitted transfer" as defined under the Issuer's Amended and Restated Certificate of Incorporation.

#### Remarks:

Member of 10% owner group.

**Reporting Owners** 

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

Don Nicholas Trust C/O LEWIS M. LINN, TRUSTEE 3555 TIMMONS LANE, SUITE 800	See Remarks
HOUSTON, TX 77027	

### **Signatures**

/s/ Lewis M. Linn, solely in his capacity as trustee of Don Nicholas Trust 5/16/2011

\*\* Signature of Reporting Person

Date

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

- \* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.