

HYATT HOTELS CORP

Reported by **SETTLEMENT T-2390-A**

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/03/12 for the Period Ending 01/01/12

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

OMB APPROVAL OMB Number: 3235-0287 Expires: November 30,

2011

Estimated average burden

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP hours per response... 0.5 **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 and Ticker or Trading Symbol | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|--|---|-------------------|----------|--|--|--|-----------------------------|---------------------------------|--------------|--|--|---|---|--|--|--|
| Settlement T- | 2390-A | | | | | | | s Corp | | | | | | | | |
| (Last) (First) (Middle) | | | | 3 | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | | | | Director 10% Officer (give title below) X Ot | | | |
| WEST BAY S 3933 | TREET | Г, РО | BOX N | - | | | | 1/1/2 | 20 1 | 12 | | See Rema | rks | | | |
| | (Street) | | | | | | endme | nt, Date | Ori | iginal File | ed | 6. Individo Applicable Li | | nt/Group l | Filing (Che | eck |
| NASSAU, C5 (City) | (State) | (Zij | p) | | | | | | | | | | | Reporting Perhan One Rep | | n |
| | | Table | I - Non- | Deriv | vati | ive S | Securit | ies Acqu | iire | ed, Dispo | sed of, or | · Beneficially | y Owned | | | |
| 1.Title of Security (Instr. 3) | | | | 2. Tr Date | | De Ex | eemed ecution ate, if | 3. Trans. Code (Instr. 8) | A D (I | C. Securities Acquired (A) Disposed of (Instr. 3, 4 and Or Amount (D) | or Follo (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 - Dei | rivative | Securiti | ies Be | ene | ficia | ılly Ow | vned (<i>e.</i> ; | g., | puts, cal | ls, warra | nts, options | convert | ible secur | ities) | |
| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | | Code | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | and Exp | | ercisable ion Date | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | derivative Securities Beneficially Owned Following | Ownership Form of Derivative Security: Direct (D) or Indirect | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code | v | (A) | (D) | Date Exercis | able | Expiration Date | Title | Amount or Number of Shares | | Reported Transaction (s) (Instr. 4) | (I) (Instr. 4) | |
| Class B Common Stock | (1) | 1/1/2012 | | J | | | 3562 ⁽²⁾ |) (1) |) | (1) | Class A Common Stock | 3562 | \$ 0 | 87694 | 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.
- (2) On January 1, 2012, the trustee of Settlement T-2390-A transferred to certain lineal descendants of Nicholas J. Pritzker, deceased, 3,562 shares of Class B Common Stock in the aggregate beneficially owned by Settlement T-2390-A. No cash consideration was paid in connection with the transfers from Settlement T-2390-A. Each of the transfers of shares of Class B Common Stock to the recipients constitutes a "permitted transfer" as defined under the Issuer's Amended and Restated Certificate of Incorporation.

Member of 10% owner group. CIBC Trust Company (Bahamas) Limited serves as trustee of the Reporting Person and has investment power

over the shares beneficially owned by the Reporting Person. The beneficiary of the Reporting Person does not have investment power

over the shares of Class B Common Stock held by the Reporting Person. In addition, the Reporting Person may be deemed to be a member

of a group because the Reporting Person has agreed to certain voting agreements and limitations on transfers of shares of Class A

Common Stock and Class B Common Stock. The Reporting Person disclaims beneficial ownership of the securities reported herein except

to the extent of its pecuniary interest therein.

Reporting Owners

| reporting o where | | | | | | | | |
|---------------------------------|---------------|-----------|---------|-----------------|--|--|--|--|
| Demonting Orymon Name / Adduces | Relationships | | | | | | | |
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | | |
| Settlement T-2390-A | | | | | | | | |
| WEST BAY STREET | | | | See Remarks | | | | |
| PO BOX N-3933 | | | | See Kelliai Ks | | | | |
| NASSAU, C5 | | | | | | | | |

Signatures

/s/ Schevon Miller, Authorized Signatory

** 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.