HARVEY JAMES TIMOTHY

Form 3/A

March 21, 2006

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL	
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(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)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	103,847 [(1)] [(2)]	D	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)

		(Instr. 4)		Price of	Derivative
Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (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,Â CAÂ 90210	Â	Â	Â Exec. Vice Pres. and CIO	Â

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).

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