

HILTON HOTELS CORP  
Form POS AM  
April 30, 2004

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As filed with the Securities and Exchange Commission on April 30, 2004

Registration No. 333-107159

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## SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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## 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)

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**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**

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**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.

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**DEREGISTRATION OF SHARES**

On July 18, 2003, Hilton Hotels Corporation, a Delaware corporation (the "Company"), filed with the Securities and Exchange Commission a registration statement on Form S-3 (File No. 333-107159), as amended (the "Registration Statement"), registering for offer and sale from time to time up to \$575,000,000 aggregate principal amount of 3.375% Convertible Senior Notes due 2003 (the "Notes") and the shares of common stock of the Company, \$2.50 par value per share, issuable upon conversion of the Notes (the "Shares" and, together with the Notes, the "Securities") 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 Securities remaining unsold under the Registration Statement as of the date hereof (the "Unsold Securities"). The Company is deregistering the Unsold Securities because the Company's obligation to maintain the effectiveness of the Registration Statement with respect to the Securities pursuant to a registration rights agreement dated as of April 22, 2003 between the Company, UBS Warburg LLC and Deutsche Bank Securities Inc. has expired.



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

\*By: /s/ MADELEINE A. KLEINER

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Madeleine A. Kleiner  
*Attorney-in-Fact*

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