

NASSETTA CHRISTOPHER J
 Form 4
 January 03, 2019

FORM 4

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

OMB APPROVAL

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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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 NASSETTA CHRISTOPHER J

2. Issuer Name and Ticker or Trading Symbol
 Hilton Worldwide Holdings Inc.
 [HLT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 7930 JONES BRANCH DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/31/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
 See Remarks

MCLEAN, VA 22102
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Code V Amount (D) Price			
Common Stock	12/31/2018		F	43,373 D \$ 71.8	2,266,472	D	
Common Stock					677,933	I	See Footnote (1)

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

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with columns: 1. Title of Derivative Security (Instr. 3), 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date (Month/Day/Year), 3A. Deemed Execution Date, if any (Month/Day/Year), 4. Transaction Code (Instr. 8), 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5), 6. Date Exercisable and Expiration Date (Month/Day/Year), 7. Title and Amount of Underlying Securities (Instr. 3 and 4), 8. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Owned Beneficially (Instr. 5), 10. Derivative Security Owned Beneficially (Instr. 5), 11. Derivative Security Transacted (Instr. 5), 12. Derivative Security (Instr. 5), 13. Derivative Security (Instr. 5), 14. Derivative Security (Instr. 5), 15. Derivative Security (Instr. 5), 16. Derivative Security (Instr. 5), 17. Derivative Security (Instr. 5), 18. Derivative Security (Instr. 5), 19. Derivative Security (Instr. 5), 20. Derivative Security (Instr. 5), 21. Derivative Security (Instr. 5), 22. Derivative Security (Instr. 5), 23. Derivative Security (Instr. 5), 24. Derivative Security (Instr. 5), 25. Derivative Security (Instr. 5), 26. Derivative Security (Instr. 5), 27. Derivative Security (Instr. 5), 28. Derivative Security (Instr. 5), 29. Derivative Security (Instr. 5), 30. Derivative Security (Instr. 5), 31. Derivative Security (Instr. 5), 32. Derivative Security (Instr. 5), 33. Derivative Security (Instr. 5), 34. Derivative Security (Instr. 5), 35. Derivative Security (Instr. 5), 36. Derivative Security (Instr. 5), 37. Derivative Security (Instr. 5), 38. Derivative Security (Instr. 5), 39. Derivative Security (Instr. 5), 40. Derivative Security (Instr. 5), 41. Derivative Security (Instr. 5), 42. Derivative Security (Instr. 5), 43. Derivative Security (Instr. 5), 44. Derivative Security (Instr. 5), 45. Derivative Security (Instr. 5), 46. Derivative Security (Instr. 5), 47. Derivative Security (Instr. 5), 48. Derivative Security (Instr. 5), 49. Derivative Security (Instr. 5), 50. Derivative Security (Instr. 5), 51. Derivative Security (Instr. 5), 52. Derivative Security (Instr. 5), 53. Derivative Security (Instr. 5), 54. Derivative Security (Instr. 5), 55. Derivative Security (Instr. 5), 56. Derivative Security (Instr. 5), 57. Derivative Security (Instr. 5), 58. Derivative Security (Instr. 5), 59. Derivative Security (Instr. 5), 60. Derivative Security (Instr. 5), 61. Derivative Security (Instr. 5), 62. Derivative Security (Instr. 5), 63. Derivative Security (Instr. 5), 64. Derivative Security (Instr. 5), 65. Derivative Security (Instr. 5), 66. Derivative Security (Instr. 5), 67. Derivative Security (Instr. 5), 68. Derivative Security (Instr. 5), 69. Derivative Security (Instr. 5), 70. Derivative Security (Instr. 5), 71. Derivative Security (Instr. 5), 72. Derivative Security (Instr. 5), 73. Derivative Security (Instr. 5), 74. Derivative Security (Instr. 5), 75. Derivative Security (Instr. 5), 76. Derivative Security (Instr. 5), 77. Derivative Security (Instr. 5), 78. Derivative Security (Instr. 5), 79. Derivative Security (Instr. 5), 80. Derivative Security (Instr. 5), 81. Derivative Security (Instr. 5), 82. Derivative Security (Instr. 5), 83. Derivative Security (Instr. 5), 84. Derivative Security (Instr. 5), 85. Derivative Security (Instr. 5), 86. Derivative Security (Instr. 5), 87. Derivative Security (Instr. 5), 88. Derivative Security (Instr. 5), 89. Derivative Security (Instr. 5), 90. Derivative Security (Instr. 5), 91. Derivative Security (Instr. 5), 92. Derivative Security (Instr. 5), 93. Derivative Security (Instr. 5), 94. Derivative Security (Instr. 5), 95. Derivative Security (Instr. 5), 96. Derivative Security (Instr. 5), 97. Derivative Security (Instr. 5), 98. Derivative Security (Instr. 5), 99. Derivative Security (Instr. 5), 100. Derivative Security (Instr. 5).

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry: NASSETTA CHRISTOPHER J, 7930 JONES BRANCH DRIVE, MCLEAN, VA 22102, X, See Remarks.

Signatures

/s/ Kristin A. Campbell, Attorney-in-Fact, 01/03/2019, Signature of Reporting Person, Date

Explanation of Responses:

* 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).
(1) Reporting Person states that this filing shall not be deemed to be an admission that the Reporting Person is the beneficial owner of any securities reported herein as indirectly held, and disclaims beneficial ownership of such securities, except to the extent of such Reporting Person's pecuniary interest therein.

Remarks: President and Chief Executive Officer

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