Hyatt Hotels Corp Form 4/A March 04, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Don Family Trust #3-Nancy

2. Issuer Name and Ticker or Trading Symbol

Issuer

Hyatt Hotels Corp [H]

3. Date of Earliest Transaction

(Check all applicable)

5. Relationship of Reporting Person(s) to

C/O 1922 TRUST CO LTA.

(Middle)

(Month/Day/Year)

Director 10% Owner __X__ Other (specify Officer (give title

TRUSTEE. 3555 TIMMONS LANE.

(First)

07/27/2012

below) below) See Remarks

SUITE 800

Security

(Instr. 3)

(Last)

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year) 07/27/2012

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

(Instr. 4)

HOUSTON, TX 77027

(Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed

(State)

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

Disposed of (D)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

(Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

Code

Following Reported

Owned

(A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

3. Transaction Date 3A. Deemed 1. Title of Derivative Conversion

5. Number of (Month/Day/Year) Execution Date, if Transaction Derivative Securities 6. Date Exercisable and **Expiration Date**

7. Title and Amou Underlying Secur

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| Security (Instr. 3) | or Exercise Price of Derivative | | any (Month/Day/Year) | Code (Instr. 8) | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | (Month/Day/Year) | | (Instr. 3 and 4) | |
|----------------------------|---------------------------------------|------------|-------------------------|-----------------|---|--|--------|---------------------|--------------------|----------------------------|--------------------|
| | Security | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Ame Nun Shar |
| Class B Common Stock | (1) | 07/27/2012 | | J(2)(3) | | | 19,903 | <u>(1)</u> | <u>(1)</u> | Class A Common Stock | 1 |
| Class B Common Stock | <u>(1)</u> | 07/27/2012 | | J(2)(3) | | 19,903 | | <u>(1)</u> | <u>(1)</u> | Class A Common Stock | 1 |
| Class B Common Stock | (1) | 07/27/2012 | | J <u>(4)</u> | | 8,441,951 | | <u>(1)</u> | <u>(1)</u> | Class A Common Stock | 8,4 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| • | Director | 10% Owner | Officer | Othor | | | |

Don Family Trust #3-Nancy C/O 1922 TRUST CO LTA, TRUSTEE 3555 TIMMONS LANE, SUITE 800 HOUSTON, TX 77027

See Remarks

Signatures

/s/ Lewis M. Linn, President of 1922 Trust Co LTA, Trustee

03/04/2013

**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).
- 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 Reporting Person is an existing trust. On July 27, 2012, the Reporting Person contributed its 19,903 shares of Class B Common Stock to BKMP H Company LP, a newly formed limited partnership, whose general partner is Julytoon Investments GP LLC and whose limited partners include the Reporting Person.
 - No consideration was paid in connection the contribution, which represents a change in the form of ownership by the Reporting Person and constitutes a "permitted transfer" as defined in the Issuer's Amended and Restated Certificate of Incorporation. BKMP H Company
- (3) LP, the newly formed limited partnership receiving the shares, has executed a joinder to and become subject to the provisions of the Amended and Restated Global Hyatt Agreement. Accordingly, immediately following such contribution, the shares remained shares of Class B Common Stock.
- (4) Under certain circumstances, the Reporting Person could participate indirectly through subsidiaries in a limited portion of excess proceeds from profits upon disposition of Class B Common Stock by limited partnerships (including BKMP H Company LP) to which the indicated number of shares of Class B Common Stock were contributed on July 27, 2012 (including the 19,903 shares of Class B

Reporting Owners 2

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Common Stock contributed by the Reporting Person to BKMP H Company LP).

Remarks:

The Reporting Person may be deemed to be a member of a 10% owner group because the Reporting Person has agreed to certain Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.