Hilton Worldwide Holdings Inc.

Form 4

February 12, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

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0.5

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Diskin Jeffrey A

2. Issuer Name and Ticker or Trading Symbol

Hilton Worldwide Holdings Inc.

[HLT]

(Last) (First) (Middle)

(State)

(Month/Day/Year) 02/19/2014

7930 JONES BRANCH DRIVE

(Street)

(Zip)

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

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

below) See Remarks

Applicable Line)

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

6. Individual or Joint/Group Filing(Check

Person

Table I. Non Donivetive Conveities Assured Disposed of an Doneficially Or

MCLEAN, VA 22102

(City)

(011)	(2:::::-)	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or			r	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Code Disposed of (D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common	00/10/0015			5,907	ì	Φ.0	272 (00		
Stock	02/10/2015		A	(1)	A	\$0	272,698	D	
500011				_					
Common	02/19/2014		A	1,716	A	\$0	1,716	I	By spouse
Stock	02/17/2014		7.1	(2)	11	ΨΟ	1,710	•	by spouse
Common									
	02/10/2015		A	423 (3)	A	\$0	2,139	I	By spouse
Stock									

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

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number.

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

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 27.46	02/10/2015		A	19,335	<u>(4)</u>	02/10/2025	Common Stock	19,335

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

Diskin Jeffrey A

7930 JONES BRANCH DRIVE See Remarks

MCLEAN, VA 22102

Signatures

/s/ Kristin A. Campbell, Attorney-in-Fact 02/12/2015

**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) Represents restricted stock units of the Issuer issued pursuant to the Issuer's 2013 Omnibus Incentive Plan, which vest in two equal annual installments beginning on February 10, 2016.
- (2) Represents restricted stock units of the Issuer issued to the Reporting Person's wife pursuant to the Issuer's 2013 Omnibus Incentive Plan, of which 1,079 shares vest on February 19, 2015, 425 shares vest on February 19, 2016 and 212 shares vest on February 19, 2017.
- (3) Represents restricted stock units of the Issuer issued to the Reporting Person's wife pursuant to the Issuer's 2013 Omnibus Incentive Plan, which vest in three equal annual installments beginning on February 10, 2016.
- (4) The option vests in three equal annual installments beginning on February 10, 2016.

Remarks:

Executive Vice President, Commercial Services

Reporting Owners 2

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