

LAW OFFICES OF

**NIELSEN, MERKSAMER,
PARRINELLO, MUELLER & NAYLOR, LLP**
A LIMITED LIABILITY PARTNERSHIP INCLUDING A PROFESSIONAL CORPORATION

891 REDWOOD HIGHWAY, #4000

MILL VALLEY, CALIFORNIA 94941

TELEPHONE (415) 389-6800

FAX (415) 382-6874
July 31, 1999

RECEIVED
FEDERAL ELECTION
COMMISSION MAIL ROOM
SAN FRANCISCO

300 EMBARCADERO CENTER, SUITE 200
SAN FRANCISCO, CALIFORNIA 94111
TELEPHONE (415) 389-6800

FAX (415) 382-6874

SACRAMENTO

770 L STREET, SUITE 800
SACRAMENTO, CALIFORNIA 95814
TELEPHONE (916) 446-6732

FAX (916) 446-0106

< Federal Election Commission
999 E Street, NW
Washington, DC 20463

Dear Filing Officer:

Enclosed herewith please find the original signed copy of the following for:

HILTON HOTELS CORPORATION POLITICAL ACTION COMMITTEE

for the period 01/01/99 through 06/30/99.

- Form 1
- Form 3X
- Other: Letter Requesting Quarterly Filing Status
- Amendment to Above
- Report to the Federal Election Commission sent by Federal Express
- Report sent to State Filing Official(s) with Certificate of Mailing

Please endorse this transmittal letter as acknowledgment of receipt of the enclosed report and return it in the stamped envelope provided.

cc: California

REPORT OF RECEIPTS AND DISBURSEMENTS

For Other Than An Authorized Committee
(Summary Page)

RECEIVED
FEDERAL ELECTION
COMMISSION MAIL ROOM

JUN 27 10 47 AM '99

1. NAME OF COMMITTEE (in full) MILTON HOTELS CORP. POLITICAL ACTION COMMITTEE		2. FEC IDENTIFICATION NUMBER C00213874
ADDRESS (number and street) 9336 CIVIC CENTER DRIVE	<input type="checkbox"/> Check if different than previously reported	
CITY, STATE and ZIP CODE BEVERLY HILLS, CA 90210		
3. <input checked="" type="checkbox"/> This committee has qualified as a multicandidate committee. (see FEC FORM 1M)		

4. TYPE OF REPORT

- (a) April 15 Quarterly Report
 July 15 Quarterly Report
 October 15 Quarterly Report
 January 31 Year End Report
 July 31 Mid Year Report (Non-election Year Only)
 Termination Report
- Monthly Report Due On:
 February 20 June 20 October 20
 March 20 July 20 November 20
 April 20 August 20 December 20
 May 20 September 20 January 31
- 12-Day Pre-Election Report for the _____ (Type of Election)
election on _____ in the State of _____
- 30-Day Post-Election Report following the General Election
on _____ in the State of _____

(b) Is this Report an Amendment? YES NO

SUMMARY		COLUMN A This Period	COLUMN B Calendar Year-to-Date
5. Covering Period	01/01/1999 through 06/30/1999		
6. (a) Cash on Hand January 1, 19 99			\$ 8933.85
(b) Cash on Hand at Beginning of Reporting Period		\$ 8933.85	
(c) Total Receipts (from Line 1B)		\$ 1414.96	\$ 1414.96
(d) Subtotal (add Lines 6(b) and 6(c) for Column A and Lines 6(a) and 6(c) for Column B)		\$ 10348.81	\$ 10348.81
7. Total Disbursements (from Line 3D)		\$ 745.26	\$ 745.26
8. Cash on Hand at Close of Reporting Period (subtract Line 7 from Line 6(d))		\$ 9603.55	\$ 9603.55
9. Debts and Obligations Owed TO the Committee (Itemize all on Schedule C and/or Schedule D)		\$ 0.00	
10. Debts and Obligations Owed BY the Committee (Itemize all on Schedule C and/or Schedule D)		\$ 0.00	

For further information contact:
Federal Election Commission
800 E Street, NW
Washington, DC 20463
Toll Free 800-424-9590
Local 202-694-1100

I certify that I have examined this Report and to the best of my knowledge and belief it is true, correct and complete.

Type or Print Name of Treasurer Steven S. Lucas, Assistant Treasurer	Date
Signature of Treasurer 	07/13/99

NOTE: Submission of false, erroneous, or incomplete information may subject the person signing this Report to the penalties of 2 U.S.C. 437g.

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FEC FORM 3X
(revised 9/93)

**DETAILED SUMMARY PAGE
OF RECEIPTS AND DISBURSEMENTS
PAGE 2, FEC FORM 3X**

(revised 1/1/91)

NAME OF COMMITTEE		REPORT COVERING PERIOD		
HILTON HOTELS CORP. POLITICAL ACTION COMMITTEE		FROM 01/01/1999	TO: 06/30/1999	
		COLUMN A	COLUMN B	
		Total This Period	Calendar Year	
I. Receipts				
11.	Contributions (other than loans) From:			
a.	Individual/Persons Other Than Political Committees			
	I. Itemized (use Schedule A)	1190.00	1190.00	11(a)(i)
	II. Unitemized	182.00	182.00	11(a)(ii)
	III. Total (add i and ii) >	1372.00	1372.00	11(a)(iii)
b.	Political Party Committees	0.00	0.00	11(b)
c.	Other Political Committees (such as PACs)	0.00	0.00	11(c)
d.	Total Contributions (add a iii, b and c) >	1372.00	1372.00	11(d)
12.	Transfers From Affiliated/Other Party Committees	0.00	0.00	12
13.	All Loans Received	0.00	0.00	13
14.	Loan Repayments Received	0.00	0.00	14
15.	Offsets To Operating Expenditures (Refunds, Rebates, etc.)	0.00	0.00	15
16.	Refunds of Contributions Made to Federal Candidates and Other Political Committees	0.00	0.00	16
17.	Other Federal Receipts (Dividends, Interest, etc.)	42.96	42.96	17
18.	Transfers from Nonfederal Account for Joint Activity	0.00	0.00	18
19.	Total Receipts (add 11d, 12, 13, 14, 15, 16, 17, and 18) >	1414.96	1414.96	19
20.	Total Federal Receipts (subtract line 18 from line 19) >	1414.96	1414.96	20
II. Disbursements				
21.	Operating Expenditures:			
a.	Shared Federal/Non-Federal (from Schedule H4)			
	i. Federal Share	0.00	0.00	21(a)(i)
	ii. Non-Federal Share	0.00	0.00	21(a)(ii)
b.	Other Federal Operating Expenditures	245.26	245.26	21(b)
c.	Total Operating Expenditures (add a i, a ii, and b) >	245.26	245.26	21(c)
22.	Transfers to Affiliated/Other Party Committees	0.00	0.00	22
23.	Contributions to Federal Candidates/Committees and Other Political Committees	500.00	500.00	23
24.	Independent Expenditures (use Schedule E)	0.00	0.00	24
25.	Coordinated Expenditures Made by Party Committees (2 U.S.C. 441a(d)) (use Schedule F)	0.00	0.00	25
26.	Loan Repayments Made	0.00	0.00	26
27.	Loans Made	0.00	0.00	27
28.	Refunds of Contributions To:			
	a. Individual/Persons Other Than Political Committees	0.00	0.00	28(a)
	b. Political Party Committees	0.00	0.00	28(b)
	c. Other Political Committees (such as PACs)	0.00	0.00	28(c)
	d. Total Contribution Refunds (add a, b and c) >	0.00	0.00	28(d)
29.	Other Disbursements	0.00	0.00	29
30.	Total Disbursements (add 21c, 22, 23, 24, 25, 26, 27, 28d, and 29) >	745.26	745.26	30
31.	Total Federal Disbursements (subtract line 21 a ii from line 30) >	745.26	745.26	31
III. Net Contributions/Operating Expenditures				
32.	Total Contributions (other than loans)(from line 11d)	1372.00	1372.00	32
33.	Total Contribution Refunds (from line 28d)	0.00	0.00	33
34.	Net Contributions (other than loans)(subtract line 33 from 32)	1372.00	1372.00	34
35.	Total Federal Operating Expenditures (add 21 a i and 21 b) >	245.26	245.26	35
36.	Offsets to Operating Expenditures (from line 16)	0.00	0.00	36
37.	Net Operating Expenditures (subtract line 36 from 35) >	245.26	245.26	37

SCHEDULE A

ITEMIZED RECEIPTS

Any information copied from such Reports and Statements may not be sold or used by any person for the purpose of soliciting contributions or for commercial purposes, other than using the name and address of any political committee to solicit contributions from such committee.

NAME OF COMMITTEE (in Full)

HILTON HOTELS CORP. POLITICAL ACTION COMMITTEE

A. Full Name, Mailing Address and ZIP Code	Name of Employer	Date (month, day, year)	Amount of Each Receipt this Period
MARC GROSSMAN 10207 JUMILLA AVENUE Chatsworth, CA 91311--	HILTON HOTELS CORPORATION	01/12/1999	\$120.00
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input checked="" type="checkbox"/> Other (specify):	Occupation SR VP-CORPORATE AFFAIRS Aggregate Year-to-Date \$ 840.00		
B. Full Name, Mailing Address and ZIP Code	Name of Employer	Date (month, day, year)	Amount of Each Receipt this Period
PATRICK B. TERWILLIGER 22168 Hibiscus Hill Drive Woodland Hills, CA 91367--	HILTON HOTELS CORPORATION	01/12/1999	\$50.00
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input checked="" type="checkbox"/> Other (specify):	Occupation SR VP-CONSTRUCTION Aggregate Year-to-Date \$ 350.00		
C. Full Name, Mailing Address and ZIP Code	Name of Employer	Date (month, day, year)	Amount of Each Receipt this Period
MARC GROSSMAN 10207 JUMILLA AVENUE Chatsworth, CA 91311--	HILTON HOTELS CORPORATION	02/18/1999	\$120.00
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input checked="" type="checkbox"/> Other (specify):	Occupation SR VP-CORPORATE AFFAIRS Aggregate Year-to-Date \$ 840.00		
D. Full Name, Mailing Address and ZIP Code	Name of Employer	Date (month, day, year)	Amount of Each Receipt this Period
PATRICK B. TERWILLIGER 22168 Hibiscus Hill Drive Woodland Hills, CA 91367--	HILTON HOTELS CORPORATION	02/18/1999	\$50.00
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input checked="" type="checkbox"/> Other (specify):	Occupation SR VP-CONSTRUCTION Aggregate Year-to-Date \$ 350.00		
E. Full Name, Mailing Address and ZIP Code	Name of Employer	Date (month, day, year)	Amount of Each Receipt this Period
MARC GROSSMAN 10207 JUMILLA AVENUE Chatsworth, CA 91311--	HILTON HOTELS CORPORATION	03/15/1999	\$120.00
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input checked="" type="checkbox"/> Other (specify):	Occupation SR VP-CORPORATE AFFAIRS Aggregate Year-to-Date \$ 840.00		
F. Full Name, Mailing Address and ZIP Code	Name of Employer	Date (month, day, year)	Amount of Each Receipt this Period
PATRICK B. TERWILLIGER 22168 Hibiscus Hill Drive Woodland Hills, CA 91367--	HILTON HOTELS CORPORATION	03/15/1999	\$50.00
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input checked="" type="checkbox"/> Other (specify):	Occupation SR VP-CONSTRUCTION Aggregate Year-to-Date \$ 350.00		
F. Full Name, Mailing Address and ZIP Code	Name of Employer	Date (month, day, year)	Amount of Each Receipt this Period
MARC GROSSMAN 10207 JUMILLA AVENUE Chatsworth, CA 91311--	HILTON HOTELS CORPORATION	04/05/1999	\$120.00
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input checked="" type="checkbox"/> Other (specify):	Occupation SR VP-CORPORATE AFFAIRS Aggregate Year-to-Date \$ 840.00		

SUBTOTAL of Receipts This Page (optional) \$30.00

TOTAL This Period (last page this line number only)

SCHEDULE A

ITEMIZED RECEIPTS

Use separate schedule(s) for each category of the Detailed Summary Page

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NAME OF COMMITTEE (in Full)

HILTON HOTELS CORP. POLITICAL ACTION COMMITTEE

A. Full Name, Mailing Address and ZIP Code	Name of Employer	Date (month, day, year)	Amount of Each Receipt this Period
PATRICK B. TERWILLIGER 22168 HIBISCUS HILL DRIVE Woodland Hills, CA 91367--	HILTON HOTELS CORPORATION	04/05/1999	\$50.00
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input checked="" type="checkbox"/> Other (specify):	Occupation SR VP-CONSTRUCTION	Aggregate Year-to-Date \$ 350.00	
B. Full Name, Mailing Address and ZIP Code	Name of Employer	Date (month, day, year)	Amount of Each Receipt this Period
MARC GROSSMAN 10207 JUMILLA AVENUE Chatsworth, CA 91311--	HILTON HOTELS CORPORATION	05/20/1999	\$120.00
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input checked="" type="checkbox"/> Other (specify):	Occupation SR VP-CORPORATE AFFAIRS	Aggregate Year-to-Date \$ 840.00	
C. Full Name, Mailing Address and ZIP Code	Name of Employer	Date (month, day, year)	Amount of Each Receipt this Period
PATRICK B. TERWILLIGER 22168 HIBISCUS HILL DRIVE Woodland Hills, CA 91367--	HILTON HOTELS CORPORATION	05/20/1999	\$50.00
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input checked="" type="checkbox"/> Other (specify):	Occupation SR VP-CONSTRUCTION	Aggregate Year-to-Date \$ 350.00	
D. Full Name, Mailing Address and ZIP Code	Name of Employer	Date (month, day, year)	Amount of Each Receipt this Period
MARC GROSSMAN 10207 JUMILLA AVENUE Chatsworth, CA 91311--	HILTON HOTELS CORPORATION	06/08/1999	\$120.00
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input checked="" type="checkbox"/> Other (specify):	Occupation SR VP-CORPORATE AFFAIRS	Aggregate Year-to-Date \$ 840.00	
E. Full Name, Mailing Address and ZIP Code	Name of Employer	Date (month, day, year)	Amount of Each Receipt this Period
PATRICK B. TERWILLIGER 22168 HIBISCUS HILL DRIVE Woodland Hills, CA 91367--	HILTON HOTELS CORPORATION	06/09/1999	\$50.00
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input checked="" type="checkbox"/> Other (specify):	Occupation SR VP-CONSTRUCTION	Aggregate Year-to-Date \$ 350.00	
F. Full Name, Mailing Address and ZIP Code	Name of Employer	Date (month, day, year)	Amount of Each Receipt this Period
MARC GROSSMAN 10207 JUMILLA AVENUE Chatsworth, CA 91311--	HILTON HOTELS CORPORATION	06/30/1999	\$120.00
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input checked="" type="checkbox"/> Other (specify):	Occupation SR VP-CORPORATE AFFAIRS	Aggregate Year-to-Date \$ 840.00	
F. Full Name, Mailing Address and ZIP Code	Name of Employer	Date (month, day, year)	Amount of Each Receipt this Period
PATRICK B. TERWILLIGER 22168 HIBISCUS HILL DRIVE Woodland Hills, CA 91367--	HILTON HOTELS CORPORATION	06/30/1999	\$50.00
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input checked="" type="checkbox"/> Other (specify):	Occupation SR VP-CONSTRUCTION	Aggregate Year-to-Date \$ 350.00	

SUBTOTAL of Receipts This Page (optional)	560.00
TOTAL This Period (last page this line number only)	2190.00

SCHEDULE B

ITEMIZED DISBURSEMENTS

Any information copied from such Reports and Statements may not be sold or used by any person for the purpose of soliciting contributions or for commercial purposes, other than using the name and address of any political committee to solicit contributions from such committee.

NAME OF COMMITTEE (in Full)

HILTON HOTELS CORP. POLITICAL ACTION COMMITTEE

A. Full name, Mailing Address and ZIP code	Purpose of Disbursement	Date (month, day, year)	Amount of Each Disbursement This Period
BANK OF MARIN 50 MADERA BLVD. Corte Madera, CA 94925	BANK FEES Disbursement for: <input type="checkbox"/> Primary <input type="checkbox"/> General <input checked="" type="checkbox"/> Other (specify)	02/04/1999	\$66.69
B. Full name, Mailing Address and ZIP code	Purpose of Disbursement	Date (month, day, year)	Amount of Each Disbursement This Period
BANK OF MARY 50 MADERA BLVD. Corte Madera, CA 94925	1998 IRS 1120 SOL TAXES Disbursement for: <input type="checkbox"/> Primary <input type="checkbox"/> General <input checked="" type="checkbox"/> Other (specify)	03/10/1999	\$141.86
C. Full name, Mailing Address and ZIP code	Purpose of Disbursement	Date (month, day, year)	Amount of Each Disbursement This Period
FRANCHISE TAX BOARD PO BOX 942857 SACRAMENTO, CA 95814	1998 FRANCHISE TAXES Disbursement for: <input type="checkbox"/> Primary <input type="checkbox"/> General <input checked="" type="checkbox"/> Other (specify)	03/10/1999	\$36.71
D. Full name, Mailing Address and ZIP code	Purpose of Disbursement	Date (month, day, year)	Amount of Each Disbursement This Period
	Disbursement for: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify)		
E. Full name, Mailing Address and ZIP code	Purpose of Disbursement	Date (month, day, year)	Amount of Each Disbursement This Period
	Disbursement for: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify)		
F. Full name, Mailing Address and ZIP code	Purpose of Disbursement	Date (month, day, year)	Amount of Each Disbursement This Period
	Disbursement for: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify)		
G. Full name, Mailing Address and ZIP code	Purpose of Disbursement	Date (month, day, year)	Amount of Each Disbursement This Period
	Disbursement for: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify)		
H. Full name, Mailing Address and ZIP code	Purpose of Disbursement	Date (month, day, year)	Amount of Each Disbursement This Period
	Disbursement for: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify)		
I. Full name, Mailing Address and ZIP code	Purpose of Disbursement	Date (month, day, year)	Amount of Each Disbursement This Period
	Disbursement for: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify)		

SUBTOTAL of Disbursements This Page (optional) 845.26

TOTAL This Period (last page this line number only) 245.26

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NAME OF COMMITTEE (in Full)

HILTON HOTELS CORP. POLITICAL ACTION COMMITTEE

A. Full name, Mailing Address and ZIP code	Purpose of Disbursement BRAD SHERMAN; MEMBER OF CONGRESS; STATE: CA; DIST. 24 Disbursement for: <input checked="" type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify)	Date (month, day, year)	Amount of Each Disbursement This Period
SHERMAN FOR CONGRESS 21031 VENTURA BLVD., #301 Woodland Hills, CA 91364		03/30/1999	6500.00
B. Full name, Mailing Address and ZIP code	Purpose of Disbursement Disbursement for: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify)	Date (month, day, year)	Amount of Each Disbursement This Period
C. Full name, Mailing Address and ZIP code	Purpose of Disbursement Disbursement for: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify)	Date (month, day, year)	Amount of Each Disbursement This Period
D. Full name, Mailing Address and ZIP code	Purpose of Disbursement Disbursement for: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify)	Date (month, day, year)	Amount of Each Disbursement This Period
E. Full name, Mailing Address and ZIP code	Purpose of Disbursement Disbursement for: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify)	Date (month, day, year)	Amount of Each Disbursement This Period
F. Full name, Mailing Address and ZIP code	Purpose of Disbursement Disbursement for: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify)	Date (month, day, year)	Amount of Each Disbursement This Period
G. Full name, Mailing Address and ZIP code	Purpose of Disbursement Disbursement for: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify)	Date (month, day, year)	Amount of Each Disbursement This Period
H. Full name, Mailing Address and ZIP code	Purpose of Disbursement Disbursement for: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify)	Date (month, day, year)	Amount of Each Disbursement This Period
I. Full name, Mailing Address and ZIP code	Purpose of Disbursement Disbursement for: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify)	Date (month, day, year)	Amount of Each Disbursement This Period

SUBTOTAL of Disbursements This Page (optional) 500.00

TOTAL This Period (last page this line number only) 500.00

Federal Election Commission

**ENVELOPE REPLACEMENT PAGE
FOR INCOMING DOCUMENTS**

The Commission has added this page to the end of this filing to indicate how it was received.

<input checked="" type="checkbox"/> Hand Delivered	Date of Receipt 7/27/99
<input type="checkbox"/> First Class Mail	POSTMARKED
<input type="checkbox"/> Registered/Certified Mail	POSTMARKED
<input type="checkbox"/> No Postmark	
<input type="checkbox"/> Postmark Illegible	
<input type="checkbox"/> Received from the House office of Records and Registration	Date of Receipt
<input type="checkbox"/> Received from the Senate Office of Public Records	Date of Receipt
<input type="checkbox"/> Other (Specify):	Postmarked and/or Date of Receipt
<input type="checkbox"/> Electronic Filing	
 <i>ENT</i>	 7/27/99
PREPARER	DATE PREPARED