

LAW OFFICES OF
**NIELSEN, MERKSAMER,
PARRINELLO, MUELLER & NAYLOR**
A PARTNERSHIP INCLUDING A PROFESSIONAL CORPORATION
591 REDWOOD HIGHWAY, #4000
MILL VALLEY, CALIFORNIA 94941
TELEPHONE (415) 389-6800
FAX (415) 388-6874

RECEIVED
FEDERAL ELECTION
COMMISSION MAIL ROOM
SAN FRANCISCO
120 MONTGOMERY STREET, SUITE 1055
SAN FRANCISCO, CALIFORNIA 94104
TELEPHONE (415) 389-6800
FAX (415) 388-6874

MAY 22 12 46 PM '98

SACRAMENTO
270 L STREET, SUITE 500
SACRAMENTO, CALIFORNIA 95814
TELEPHONE (916) 446-6752
FAX (916) 446-6106

May 20, 1998

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 04/01/98 through 04/30/98.

- Form 1
- Form 3X
- Other: Letter Requesting Monthly Filing Status
- Amendment to Above
- Report to the Federal Election Commission sent by Certified Mail
- Report sent to the Federal Election Commission and 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
Nevada
Pennsylvania

REPORT OF RECEIPTS AND DISBURSEMENTS

For Other than An Authorized Committee
(Summary Page)

RECEIVED
FEDERAL ELECTION
COMMISSION MAIL ROOM

MAY 22 12 45 PM '98

1. NAME OF COMMITTEE (In full) HILTON HOTELS CORPORATION POLITICAL ACTION CMTE.		2. FEC IDENTIFICATION NUMBER C00213074
ADDRESS (number and street) <input type="checkbox"/> Check if different than previously reported. 9336 CIVIC CENTER DRIVE		
CITY, STATE and ZIP CODE BEVERLY HILLS, CA 90210	3. <input checked="" type="checkbox"/> This committee 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
- Twelfth day report preceding _____ (Type of Election)
 election on _____ in the State of _____
- Thirtieth day 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	<u>04/01/98</u> through <u>04/30/98</u>		
6. (a) Cash on Hand January 1, 19 <u>98</u>			\$33981.84
(b) Cash on Hand at Beginning of Reporting Period		\$35297.43	
(c) Total Receipts (from Line 19)		\$8832.03	\$20297.08
(d) Subtotal (add Lines 6(b) and 6(c) for Column A and Lines 6(a) and 6(e) for Column B)		\$42229.46	\$54278.70
7. Total Disbursements (from Line 30)		\$7500.00	\$18549.24
8. Cash on Hand at Close of Reporting Period (subtract Line 7 from Line 6(d))		\$34729.46	\$34729.46
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	

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 05/19/98
Signature of Treasurer 	

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

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

(revised 1/1/81)

NAME OF COMMITTEE HILTON HOTELS CORPORATION POLITICAL ACTION CMTE.		REPORT COVERING PERIOD FROM 04/01/88 TO: 04/30/88	
I. RECEIPTS		COLUMN A Total This Period	COLUMN B Calendar Year
11. Contributions (other than loans) From:			
a. Individuals/Persons Other Than Political Committees			
I. Itemized (Use Schedule A)	\$5920.00	\$17760.00	11(a)(i)
II. Unitemized	\$0.00	\$2280.45	11(a)(ii)
III. Total (add I and II)	\$5920.00	\$20040.45	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 II, b and c)	\$5920.00	\$20040.45	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.)	\$65.03	\$236.61	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)	\$6585.03	\$20287.06	19
20. Total Federal Receipts (subtract line 16 from line 19)	\$6520.03	\$20287.06	20
II. DISBURSEMENTS			
21. Operating Expenditures:			
a. Shared Federal/Non Federal Activity (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	\$0.00	\$48.24	21(b)
c. Total Operating Expenditures (add a I, a II, and b)	\$0.00	\$48.24	21(c)
22. Transfers to Affiliated/Other Party Committees	\$0.00	\$0.00	22
23. Contributions to Federal Candidates/Committees and Other Political Committees	\$7500.00	\$19500.00	23
24. Independent Expenditures (use Schedule E)	\$0.00	\$0.00	24
25. Coordinated Expenditures Made by Party Committees [2 U.S.C. 441a(6)](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. Individuals/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)	\$7500.00	\$19548.24	30
31. Total Federal Disbursements (subtract line 21 a II from line 30)	\$7500.00	\$19548.24	31
III. Net Contributions/Operating Expenditures			
32. Total Contributions (other than loans)(from line 11c)	\$6585.00	\$20080.45	32
33. Total Contribution Refunds (from line 28d)	\$0.00	\$0.00	33
34. Net Contributions (other than loans)(subtract line 33 from 32)	\$6585.00	\$20080.45	34
35. Total Federal Operating Expenditures (add 21 a I and 21 b)	\$0.00	\$48.24	35
36. Offsets to Operating Expenditures (from line 15)	\$0.00	\$0.00	36
37. Net Operating Expenditures (subtract line 36 from 35)	\$0.00	\$48.24	37

NAME OF COMMITTEE (in Full)
 HILTON HOTELS CORPORATION POLITICAL ACTION CMTE. C00213074

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

Full Name Mailing Address	Name of Employer Occupation	Date MM/DD/YY	Amount
STEPHEN BOLLENBACH 1013 NORTH ROXBURY DRIVE Beverly Hills, CA 90210- Receipt for [X]OTHER	HILTON HOTELS CORPORATION PRESIDENT AND CEO	04/07/98	\$5000.00
Aggregate YTD >			\$5000.00
MARC GROSSMAN 10207 JUNILLA AVENUE Chatsworth, CA 91311- Receipt for [X]OTHER	HILTON HOTELS CORPORATION SR VP-CORPORATE AFFAIRS	04/30/98	\$120.00
Aggregate YTD >			\$600.00
TED MIDDLETON 9336 CIVIC CENTER DRIVE Beverly Hills, CA 90210- Receipt for [X]OTHER	HILTON HOTELS CORPORATION SR.VP/ACQUISITIONS & FINA	04/07/98	\$500.00
Aggregate YTD >			\$500.00
BRUCE ROSENBERG 944 QUARTERHORSE LANE Agoura Hills, CA 91301- Receipt for [X]OTHER	HILTON HOTELS CORPORATION VP-MARKETING/DISTRIBUTION	04/07/98	\$250.00
Aggregate YTD >			\$250.00
PATRICK B. TERWILLIGER 22168 HIBISCUS HILL DRIVE Woodland Hills, CA 91367- Receipt for [X]OTHER	HILTON HOTELS CORPORATION SR VP-CONSTRUCTION	04/30/98	\$50.00
Aggregate YTD >			\$250.00
SUBTOTAL of Receipts This Page.....>			\$5920.00
TOTAL This Period.....>			\$5920.00

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Full Name Mailing Address	Name of Employer Occupation	Date MM/DD/YY	Amount
BANK OF MARIN 50 MADERA BLVD. Corte Madera, CA 94925- Receipt for [X]OTHER		04/30/98	\$66.03
	INTEREST EARNED Aggregate YTD >		\$236.61
SUBTOTAL of Receipts This Page.....>			\$66.03
TOTAL This Period.....>			\$66.03

SCHEDULE B ITEMIZED DISBURSEMENTS
 Contributions to Candidates/Committees

NAME OF COMMITTEE (in Full)
 HILTON HOTELS CORPORATION POLITICAL ACTION CMTE. C00213074

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Full Name Mailing Address	Purpose of Disbursement	Date MM/DD/YY	Amount
SHELLEY BERKLEY 7432 SILVER PALM COURT Las Vegas, NV 89117-	SHELLEY BERKLEY MEMBER OF CONGRESS; STATE; NV: DIST. 1 Disbursement for <input checked="" type="checkbox"/> PRIMARY 1998	04/27/98	\$2500.00
NEW REPUBLICAN MAJORITY FUND 228 S. WASHINGTON STREET, STE. 200 Alexandria, VA 22314-	GENERAL PURPOSE COMMITTEE Disbursement for <input checked="" type="checkbox"/> OTHER	04/15/98	\$2500.00
SHUSTER FOR CONGRESS PO BOX 25703 Alexandria, VA 22313-	BUD SHUSTER MEMBER OF CONGRESS; STATE; VA: DIST. 9 Disbursement for <input checked="" type="checkbox"/> PRIMARY 1998	04/14/98	\$2500.00
SUBTOTAL of Disbursements This Page.....>			\$7500.00
TOTAL This Period.....>			\$7500.00

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 type="checkbox"/> Hand Delivered	Date of Receipt
<input type="checkbox"/> First Class Mail	POSTMARKED
<input checked="" type="checkbox"/> Registered/Certified Mail	POSTMARKED 5-18-98
<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>Set</i> PREPARER	5-22-98 DATE PREPARED