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September 16, 1998

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

Dear Filing Officer:

Enclosed herewith please find the original signed copy
following for:

HILTON HOTELS CORPORATION POLITICAL ACTION COMMITTEE

for the period 08/01/98 through 08/31/98.

- 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
New Jersey

RECEIVED
FEDERAL ELECTION COMMISSION
SEP 21 11 27 AM '98

REPORT OF RECEIPTS AND DISBURSEMENTS

For Other than An Authorized Committee
(Summary Page)

RECEIVED
FEDERAL ELECTION
COMMISSION

SEP 24 11 27 AM '98

1. NAME OF COMMITTEE (in full)
HILTON HOTELS CORP. POLITICAL ACTION COMMITTEE

ADDRESS (number and street) Check if different than previously reported.
9336 CIVIC CENTER DRIVE

CITY, STATE and ZIP CODE
BEVERLY HILLS, CA 90210

2. FEC IDENTIFICATION NUMBER
C00213074

3. 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>08/01/98</u> through <u>08/31/98</u>		
6. (a) Cash on Hand January 1, 19 <u>98</u>		\$33981.64
(b) Cash on Hand at Beginning of Reporting Period	\$30016.96	
(c) Total Receipts (from Line 19)	\$260.15	\$22094.71
(d) Subtotal (add Lines 6(b) and 6(c) for Column A and Lines 6(a) and 6(c) for Column B)	\$30277.11	\$55076.35
7. Total Disbursements (from Line 30)	\$16500.00	\$42299.24
8. Cash on Hand at Close of Reporting Period (subtract Line 7 from Line 6(d))	\$13777.11	\$13777.11
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
999 E Street, NW
Washington, DC 20463
Toll Free 800-424-9530
Local 202-218-3420

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

Signature of Treasurer
Steven S. Lucas

Date
09/14/98

NOTE: Submission of false, erroneous, or incomplete information may subject the person signing this Report to 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 HILTON HOTELS CORP. POLITICAL ACTION COMMITTEE		REPORT COVERING PERIOD FROM 08/01/98 TO: 08/31/98		
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)		\$170.00	\$18960.00	11(a)(i)
ii. Unitemized		\$46.00	\$2884.45	11(a)(ii)
iii. Total	(add i and ii)	\$216.00	\$21824.45	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		\$216.00	\$21824.45	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.)		\$44.15	\$470.25	17
18. Transfers from Nonfederal Account for Joint Activity		\$0.00	\$0.00	18
19. Total Receipts		\$260.15	\$22094.71	19
20. Total Federal Receipts		\$260.15	\$22094.71	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	\$49.24	21(b)
c. Total Operating Expenditures		\$0.00	\$49.24	21(c)
22. Transfers to Affiliated/Other Party Committees		\$0.00	\$0.00	22
23. Contributions to Federal Candidates/Committees and Other Political Committees		\$16500.00	\$42250.00	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. 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		\$16500.00	\$42299.24	30
31. Total Federal Disbursements		\$16500.00	\$42299.24	31
III. Net Contributions/Operating Expenditures				
32. Total Contributions (other than loans)(from line 11d)		\$216.00	\$21824.45	32
33. Total Contribution Refunds (from line 28d)		\$0.00	\$0.00	33
34. Net Contributions (other than loans)(subtract line 33 from 32)		\$216.00	\$21824.45	34
35. Total Federal Operating Expenditures		\$0.00	\$49.24	35
36. Offsets to Operating Expenditures (from line 15)		\$0.00	\$0.00	36
37. Net Operating Expenditures		\$0.00	\$49.24	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

Full Name, Mailing Address and Zip Code MARC GROSSMAN 10207 JUMILLA AVENUE Chatsworth, CA 91311-	Name of Employer HILTON HOTELS CORPORATION Occupation SR VP-CORPORATE AFFAIRS	Date (month, day, year) 08/31/98	Amount of Each Receipt this Period \$120.00
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input checked="" type="checkbox"/> Other (specify) OTHER	Aggregate Year-to-Date -> \$1080.00		
Full Name, Mailing Address and Zip Code PATRICK B. TERWILLIGER 22168 HIBISCUS HILL DRIVE Woodland Hills, CA 91367-	Name of Employer HILTON HOTELS CORPORATION Occupation SR VP-CONSTRUCTION	Date (month, day, year) 08/31/98	Amount of Each Receipt this Period \$50.00
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input checked="" type="checkbox"/> Other (specify) OTHER	Aggregate Year-to-Date -> \$450.00		
Full Name, Mailing Address and Zip Code	Name of Employer Occupation	Date (month, day, year) / /	Amount of Each Receipt this Period
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify)	Aggregate Year-to-Date ->		
Full Name, Mailing Address and Zip Code	Name of Employer Occupation	Date (month, day, year) / /	Amount of Each Receipt this Period
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify)	Aggregate Year-to-Date ->		
Full Name, Mailing Address and Zip Code	Name of Employer Occupation	Date (month, day, year) / /	Amount of Each Receipt this Period
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify)	Aggregate Year-to-Date ->		
Full Name, Mailing Address and Zip Code	Name of Employer Occupation	Date (month, day, year) / /	Amount of Each Receipt this Period
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify)	Aggregate Year-to-Date ->		
Full Name, Mailing Address and Zip Code	Name of Employer Occupation	Date (month, day, year) / /	Amount of Each Receipt this Period
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify)	Aggregate Year-to-Date ->		

SUBTOTAL of Receipts This Page (optional)	\$170.00
TOTAL This Period (last page this line number only)	\$170.00

SCHEDULE A

ITEMIZED RECEIPTS

Use separate schedules for each category of the Detailed Summary Page

Any information reported 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

Full Name, Mailing Address and Zip Code	Name of Employer	Date (month, day, year)	Amount of Each Receipt this Period
BANK OF MARIN 50 MADENA BLVD. Corte Madera, CA 94925-		08/31/98	\$44.15
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input checked="" type="checkbox"/> Other (specify) OTHER	Occupation N/A	Aggregate Year-to-Date -> \$470.25	
Full Name, Mailing Address and Zip Code	Name of Employer	Date (month, day, year)	Amount of Each Receipt this Period
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify)	Occupation	/ /	
Full Name, Mailing Address and Zip Code	Name of Employer	Date (month, day, year)	Amount of Each Receipt this Period
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify)	Occupation	/ /	
Full Name, Mailing Address and Zip Code	Name of Employer	Date (month, day, year)	Amount of Each Receipt this Period
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify)	Occupation	/ /	
Full Name, Mailing Address and Zip Code	Name of Employer	Date (month, day, year)	Amount of Each Receipt this Period
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify)	Occupation	/ /	
Full Name, Mailing Address and Zip Code	Name of Employer	Date (month, day, year)	Amount of Each Receipt this Period
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify)	Occupation	/ /	
Full Name, Mailing Address and Zip Code	Name of Employer	Date (month, day, year)	Amount of Each Receipt this Period
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify)	Occupation	/ /	

SUBTOTAL of Receipts This Page (optional)	\$44.15
TOTAL This Period (last page this line number only)	\$44.15

SCHEDULE B

ITEMIZED DISBURSEMENTS

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

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			
Full Name, Mailing Address and Zip Code MATT FONG, US SENATE COMMITTEE 888 S. FIGUEROA ST., #1130 Los Angeles, CA 90017-	Purpose of Disbursement MATT FONG, US SENATE; STATE: CA Disbursement for: <input type="checkbox"/> Primary <input checked="" type="checkbox"/> General <input type="checkbox"/> Other (specify)	Date (month, day, year) 08/19/98	Amount of Each Disbursement This Period \$1500.00
Full Name, Mailing Address and Zip Code MATT FONG, US SENATE COMMITTEE 888 S. FIGUEROA ST., #1130 Los Angeles, CA 90017-	Purpose of Disbursement MATT FONG, US SENATE; STATE: CA Disbursement for: <input type="checkbox"/> Primary <input checked="" type="checkbox"/> General <input type="checkbox"/> Other (specify)	Date (month, day, year) 08/12/98	Amount of Each Disbursement This Period \$500.00
Full Name, Mailing Address and Zip Code MATT FONG, US SENATE COMMITTEE 888 S. FIGUEROA ST., #1130 Los Angeles, CA 90017-	Purpose of Disbursement MATT FONG, US SENATE; STATE: CA Disbursement for: <input type="checkbox"/> Primary <input checked="" type="checkbox"/> General <input type="checkbox"/> Other (specify)	Date (month, day, year) 08/06/98	Amount of Each Disbursement This Period \$1000.00
Full Name, Mailing Address and Zip Code MATT FONG, US SENATE COMMITTEE 888 S. FIGUEROA ST., #1130 Los Angeles, CA 90017-	Purpose of Disbursement MATT FONG, US SENATE; STATE: CA Disbursement for: <input type="checkbox"/> Primary <input type="checkbox"/> General <input checked="" type="checkbox"/> Other (specify) PRI 1998 DEBT	Date (month, day, year) 08/19/98	Amount of Each Disbursement This Period \$5000.00
Full Name, Mailing Address and Zip Code HANN FOR CONGRESS 1679 DALMATIA DRIVE San Pedro, CA 90732-	Purpose of Disbursement JANICE HANN, US CONGRESS; STATE: CA; DIST. 36 Disbursement for: <input type="checkbox"/> Primary <input checked="" type="checkbox"/> General <input type="checkbox"/> Other (specify)	Date (month, day, year) 08/28/98	Amount of Each Disbursement This Period \$500.00
Full Name, Mailing Address and Zip Code LOBIONDO FOR CONGRESS PO BOX 550 VINELAND, NJ 08362-	Purpose of Disbursement FRANK LOBIONDO, US CONGRESS; STATE: NJ; DIST. 2 Disbursement for: <input type="checkbox"/> Primary <input checked="" type="checkbox"/> General <input type="checkbox"/> Other (specify)	Date (month, day, year) 08/06/98	Amount of Each Disbursement This Period \$3000.00
Full Name, Mailing Address and Zip Code NATIONAL REPUBLICAN SENATORIAL CMTE 425 SECOND STREET, NE Washington, DC 20002-	Purpose of Disbursement GENERAL PURPOSE COMMITTEE Disbursement for: <input type="checkbox"/> Primary <input type="checkbox"/> General <input checked="" type="checkbox"/> Other (specify) OTHER	Date (month, day, year) 08/19/98	Amount of Each Disbursement This Period \$5000.00

SUBTOTAL of Disbursements This Page (optional)	\$16500.00
TOTAL This Period (last page this line number only)	\$16500.00

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
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<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>JCH</i> PREPARER	9-24-98 DATE PREPARED