Hyatt Hotels Corp Form 4 December 14, 2012

#### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

Expires:

January 31, 2005

0.5

Estimated average

burden hours per response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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 Add P.G. Nicholas	*	ing Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol Hyatt Hotels Corp [H]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) (First)		(Middle)	3. Date of Earliest Transaction	(Check an applicable)			
311 SOUTH V DRIVE, SUIT			(Month/Day/Year) 12/12/2012	Director 10% Owner Officer (give titleX Other (specify below)  See Remarks			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
CHICAGO, II	. 60606		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tak	ble I - Non-	Derivative Se	curitie	es Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities and Disposed of (Instr. 3, 4 and Amount	of (D)	red (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	12/12/2012		C <u>(1)</u>	1,556,713	` ′	\$ 0 (1)	1,556,713	D	
Class A Common Stock	12/12/2012		S	1,556,713	D	\$ 35.81	0	D	

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

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# 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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	we Expiration Date (Month/Day/Year) I (A) or I of (D)		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
Class B Common Stock	\$ 0 (1)	12/12/2012		C(1)	1,556,713	(2)	(2)	Class A Common Stock	1,556,71

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

P.G. Nicholas Trust M 311 SOUTH WACKER DRIVE SUITE 4990 CHICAGO, IL 60606

See Remarks

## **Signatures**

/s/ Marshall E. Eisenberg, solely in his capacity as trustee of P.G. Nicholas Trust M

12/14/2012

\*\*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).
- In accordance with the Issuer's Amended and Restated Certificate of Incorporation (the "Issuer's Certificate"), the shares of Class B

  (1) Common Stock reported by the Reporting Person on Table II of this Form 4 automatically converted into shares of Class A Common Stock in connection with the sale reported by the Reporting Person in Table I of this Form 4.
- As provided in the Issuer's Certificate, 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 converts 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 Certificate.

#### **Remarks:**

Member of 10% owner group. Marshall E. Eisenberg serves as trustee of P.G. Nicholas Trust M, the Reporting Person, and has power over the shares beneficially owned by P.G. Nicholas Trust M. The beneficiary does not have investment power over the of Class B Common Stock held by P.G. Nicholas Trust M. In addition, P.G. Nicholas Trust M may be deemed to be a member because P.G. Nicholas Trust M has agreed to certain voting agreements and limitations on transfers of shares of Class A Command Class B Common Stock. P.G. Nicholas Trust M disclaims beneficial ownership of the securities reported herein except to of its pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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