Hyatt Hotels Corp Form 4 July 27, 2012

# FORM 4

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

Check this box if no longer subject to

Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

(Last)

(City)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person \*

R.A. Family Trust #3-Jay

(First)

(Middle)

C/O LEWIS M. LINN. TRUSTEE. 3555 TIMMONS LANE.

**SUITE 800** 

HOUSTON, TX 77027

(Street)

(State)

(Zip)

2. Transaction Date 2A. Deemed

2. Issuer Name and Ticker or Trading

Symbol

Hyatt Hotels Corp [H]

3. Date of Earliest Transaction

(Month/Day/Year) 07/27/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

> Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

(A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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)

3. Transaction Date 3A. Deemed 1. Title of Derivative (Month/Day/Year) Execution Date, if Transaction Derivative Conversion

5. Number of

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of Underlying Securities

1

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005 Estimated average

burden hours per

5. Relationship of Reporting Person(s) to

(Check all applicable)

See Remarks

6. Ownership

Form: Direct

6. Individual or Joint/Group Filing(Check

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

below)

Issuer

below)

Director

Applicable Line)

5. Amount of

Securities

Owned

Beneficially

Following

Reported

Officer (give title

response...

10% Owner \_\_X\_\_ Other (specify

7. Nature of

Ownership (Instr. 4)

(9-02)

Indirect

(D) or Indirect Beneficial

0.5

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and	4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Class B Common Stock	(1)	07/27/2012		J(2)(3)			17,367	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	17,36
Class B Common Stock	(1)	07/27/2012		J(2)(3)		17,367		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	17,36

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
F	Director	10% Owner	Officer	Other				
A. Family Trust #3-Jay								
D LEWIS M. LINN, TRUSTEE				See				

C/O LEWIS M. LINN, TRUSTEE 3555 TIMMONS LANE, SUITE 800 HOUSTON, TX 77027

Remarks

### **Signatures**

R.A

/s/ Lewis M. Linn, solely in his capacity as trustee of R.A. Family Trust #3-Jay

07/27/2012

\*\*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).
- As provided in the Issuer's Amended and Restated Certificate of Incorporation, 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 will convert 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 Amended and Restated Certificate of Incorporation.
- The Reporting Person is an existing trust. On July 27, 2012, the Reporting Person contributed its 17,367 shares of Class B Common Stock to BKMP H Company LP, a newly formed limited partnership, whose general partner is Julytoon Investments GP LLC and whose limited partners include the Reporting Person.
  - No consideration was paid in connection the contribution, which represents a change in the form of ownership by the Reporting Person and constitutes a "permitted transfer" as defined in the Issuer's Amended and Restated Certificate of Incorporation. BKMP H Company
- (3) LP, the newly formed limited partnership receiving the shares, has executed a joinder to and become subject to the provisions of the Amended and Restated Global Hyatt Agreement. Accordingly, immediately following such contribution, the shares remained shares of Class B Common Stock.

#### Remarks:

The Reporting Person may be deemed to be a member of a 10% owner group because the Reporting Person has agreed to certa 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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