

SECURITIES AND EXCHANGE COMMISSION

FORM DEFA14A

Additional definitive proxy soliciting materials and Rule 14(a)(12) material

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HILTON HOTELS CORP

CIK: **47580** | IRS No.: **362058176** | State of Incorporation: **DE** | Fiscal Year End: **1231**
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SIC: **7011** Hotels & motels

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[PASTE-UP LOGO]

WORLD HEADQUARTERS
9336 CIVIC CENTER DRIVE
BEVERLY HILLS, CALIFORNIA 90210

SUPPLEMENT TO PROXY STATEMENT

April 13, 1994

To Our Stockholders:

On April 1st, copies of the Notice of Meeting and Proxy Statement were mailed to you regarding this year's Annual Meeting, scheduled for Thursday, May 12, 1994.

We are pleased to advise you that the Company has just received a ruling from the New York Stock Exchange ("NYSE") that the NYSE will permit its members to vote their clients' proxies in their own discretion with respect to Proposal 2 which relates to the 1990 Stock Option and Stock Appreciation Rights Plan, as set forth in the Proxy Statement.

In the event that any beneficial holders with stock in brokerage accounts have not yet voted, another proxy card is enclosed for your convenience. Since the time remaining before the meeting is short, please sign, date and mail your proxy in the return envelope provided.

By Order of the Board of Directors,

CHERYL L. MARSH,
Corporate Secretary