Hyatt Hotels Corp Form 4 January 03, 2012

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

OMB Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 1740 Trust #40-Locust

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First)

Hyatt Hotels Corp [H]

(Check all applicable)

WEST BAY STREET, PO BOX

(Street)

N-3933

3. Date of Earliest Transaction

(Month/Day/Year) 01/01/2012

Director 10% Owner X_ Other (specify Officer (give title

6. Individual or Joint/Group Filing(Check

below)

below) See Remarks

(Middle)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

(Instr. 8)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NASSAU, C5

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Following

(Instr. 4)

Ownership (Instr. 4)

(A) Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

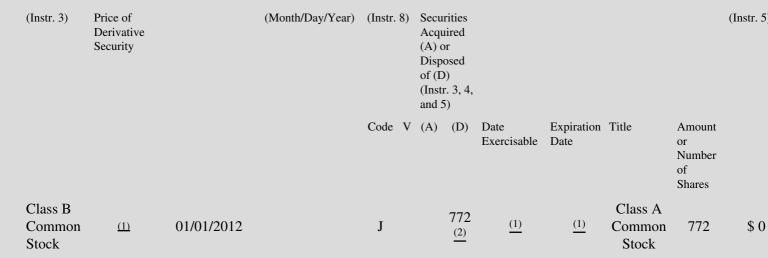
4. 5. Number Transactionof Code

6. Date Exercisable and **Expiration Date** Derivative (Month/Day/Year)

7. Title and Amount of 8. Price Underlying Securities Derivati (Instr. 3 and 4) Security

1

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

1740 Trust #40-Locust WEST BAY STREET PO BOX N-3933 NASSAU, C5

See Remarks

Signatures

/s/ Schevon Miller, Authorized Signatory

01/03/2012

**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.
- On January 1, 2012, the trustee of 1740 Trust #40-Locust transferred to certain lineal descendants of Nicholas J. Pritzker, deceased, 772 shares of Class B Common Stock in the aggregate beneficially owned by 1740 Trust #40-Locust. No cash consideration was paid in connection with the transfers from 1740 Trust #40-Locust. Each of the transfers of shares of Class B Common Stock to the recipients constitutes a "permitted transfer" as defined under the Issuer's Amended and Restated Certificate of Incorporation.

Remarks:

Member of 10% owner group. CIBC Trust Company (Bahamas) Limited serves as trustee of the Reporting Person and has invover the shares beneficially owned by the Reporting Person. The beneficiary of the Reporting Person does not have investment over the shares of Class B Common Stock held by the Reporting Person. In addition, the Reporting Person may be deemed to of a group because the Reporting Person has agreed to certain voting agreements and limitations on transfers of shares of Class Common Stock and Class B Common Stock. The Reporting Person disclaims beneficial ownership of the securities reported to the extent 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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