Hyatt Hotels Corp Form 4 December 07, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB 3235-0287 Number:

Expires:

January 31, 2005

0.5

Estimated average burden hours per

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES 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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading P.G. Nicholas Trust M Issuer Symbol Hyatt Hotels Corp [H] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Officer (give title __X_ Other (specify 311 SOUTH WACKER 12/06/2012 below) below) DRIVE, SUITE 4990 See Remarks 6. Individual or Joint/Group Filing(Check

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

CHICAGO, IL 60606

(City)	(State)	(Zip) Tak	ole 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	12/06/2012		C <u>(1)</u>	1,623,529	` ′	\$ 0 (1)	1,623,529	D	
Class A Common Stock	12/06/2012		S	1,623,529	D	\$ 35.74	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. Transaction Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		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)	12/06/2012		C <u>(1)</u>	1,623,529	(2)	(2)	Class A Common Stock	1,623,52

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

12/07/2012

**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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