



0148

BRYAN S. WHITE
VICE PRESIDENT AND
SENIOR COUNSEL

VIA FEDERAL EXPRESS

August 5, 2002

Jonathan G. Katz
Secretary
Securities and Exchange Commission
450 Fifth Street, NW
Washington, DC 20549

RECEIVED
OFFICE OF THE SECRETARY

AUG 6 2002

Re: Hilton Hotels Corporation
Sworn Statements Pursuant to Section 21(a)(1)
Of the Securities Exchange Act of 1934

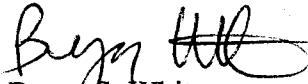
Dear Mr. Katz:

Enclosed please find the sworn statements of Stephen F. Bollenbach and Matthew J. Hart, the principal executive officer and principal financial officer, respectively, of Hilton Hotels Corporation, filed pursuant to the Commission's order dated June 27, 2002, requiring the filing of sworn statements pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934.

Please sign or stamp the enclosed acknowledgement copy of this letter with the date and time of filing and return it to the undersigned in the enclosed self-addressed, stamped envelope.

Should you have any questions regarding the enclosed sworn statements, please feel free to call me at (310) 205-4339.

Very truly yours,



Bryan S. White

BSW:eal

cc: Stephen F. Bollenbach
Matthew J. Hart
Madi Kleiner
Tim Glassett

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**Statement Under Oath of Principal Executive Officer and Principal Financial Officer
Regarding Facts and Circumstances Relating to Exchange Act Filings**

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I, Matthew J. Hart, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Hilton Hotels Corporation and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with Audit Committee of Hilton Hotels Corporation.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- the Annual Report on Form 10-K of Hilton Hotels Corporation for the year ended December 31, 2001;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Hilton Hotels Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

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Matthew J. Hart
Matthew J. Hart

August 5, 2002

Subscribed and sworn to before me this
5th day of August, 2002.

/s/ Yvonne Tang
Notary Public

My Commission Expires: April 12, 2006

