

HILTON HOTELS CORP  
 Form 424B3  
 August 15, 2002

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Filed pursuant to Rule 424(b)(3)  
 Registration No. 333-87570

**PROSPECTUS SUPPLEMENT NO. 2**  
**(to prospectus dated May 21, 2002)**

**HILTON HOTELS CORPORATION**

**5,200,000 SHARES**  
**COMMON STOCK**

The prospectus of Hilton Hotels Corporation dated May 21, 2002 relating to the sale of Hilton's common stock from time to time by the selling stockholders is hereby further supplemented as set forth below. You should read this prospectus supplement No. 2 in conjunction with the prospectus dated May 21, 2002 and the prospectus supplement dated May 29, 2002, both of which are to be delivered with this prospectus supplement No. 2.

The table of selling stockholders set forth on page 3 of the prospectus, as previously supplemented, is hereby further supplemented and amended by the information in the table below:

	<b>Shares of Common Stock Owned Prior to Offering</b>	<b>Shares of Common Stock Offered Hereby</b>
Angelo J.Y. Koo c/o China Securities Company, Ltd. 19 <sup>th</sup> Floor, 3 Sung Shou Road Taipei, Taiwan	5,720	5,720
Colony Investment Partnership VI-HWV, L.P. c/o Colony Capital Inc. 1999 Avenue of the Stars, Suite 1200 Los Angeles, California 90067	78,520	78,520
Continental Properties Acquisition Company 10900 Wilshire Blvd., 12 <sup>th</sup> Floor Los Angeles, California 90024	5,720	5,720

The date of this prospectus supplement is August 14, 2002.

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