



Financial Summary

(in millions, except per share amounts)

	2005	2006	Percent Change
Revenue	\$4,437	\$8,162	84%
Operating income	805	1,274	58
Net income	460	572	24
Net income per share – diluted	1.13	1.39	23

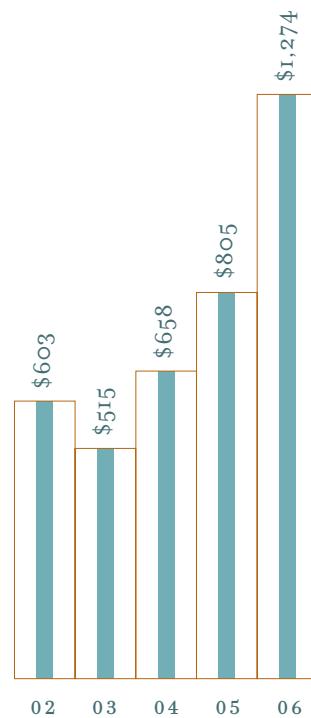
Revenue

(in millions)



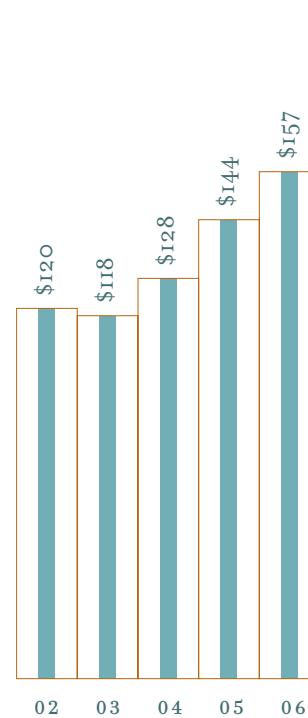
Operating Income

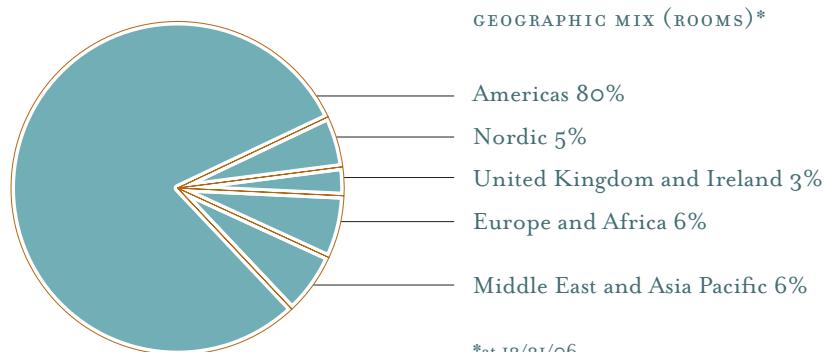
(in millions)



RevPAR

(comparable domestic owned hotels)





Dear Fellow Shareholders:

For an organization with the long and storied history of Hilton Hotels Corporation, 10 years is but a blink of an eye. It is remarkable, then, to reflect on our company's last decade and the transformation that has taken place in that relatively short time span. This period has seen a level of activity, accomplishment, growth and value creation unsurpassed in Hilton's history.

Consider: Acquisitions of Bally's (and the subsequent spin-off of our gaming business), Promus, Hilton International and individual hotel properties that fundamentally changed the complexion of our company. The transformation from a company focused on a few hotel-casinos and big hotels in the US to a worldwide enterprise encompassing approximately 80 countries. Moving from 275 hotels to more than 2,900 around the world. Expanding from a single brand (albeit the most renowned in the world) to a collection of nine respected brand names serving a broad range of travelers. An emphasis on asset ownership that has given way to a focus on management and franchise fees. The development of a thriving vacation ownership business. And, perhaps most important, the building of the financial and human resource strength that has enabled Hilton to emerge as the world's premier lodging company.

Consider this one last fact in thinking about the bottom line...shareholder value: in 1995, Hilton's market capitalization was \$3.5 billion; at year-end 2006, it was \$13.5 billion. Adjusting for spin-offs and stock splits, the value of the company's stock increased 240 percent during this period.

The power of our brands, our presence in the world's most in-demand markets, our financial resources, the strength of our systems and the experience of our team members give us a leg up on the competition.



That was then...let's talk about today, and tomorrow.

We spent the last 10 years creating this leadership position; now, both our challenge and our opportunity is to build on it. Our strategy is to continue growing our fee-based business by expanding the number of our hotels and our hotel brands in new and existing markets both domestically and internationally, while maintaining a strong balance sheet. The power of our brands, the worldwide respect afforded the Hilton name, our presence in the world's most in-demand markets, our financial resources, the strength of our systems and the talent and experience of our 105,000 team members give us a leg up on the competition.

Toward a Fee-Based Model

We have been steadily moving to a more fee-based business model by adding new units, increasing revenue-per-available-room (RevPAR) at our hotels and selling previously owned assets while retaining management or franchise agreements. Our fee business grew 51 percent in 2006 from a combination of adding new units, growing RevPAR and the Hilton International acquisition. Supplementing this growth was the sale and retention of management or franchise fees of 11 hotels, including properties in London, Toronto, Minneapolis, Phoenix and Montreal.

AMERICAS

- 1 Doubletree Hotel
Memphis Downtown
- 2 Hilton Los Cabos
Beach & Golf Resort
- 3 Hilton Waikoloa Village®
- 4 The Beverly Hilton®
- 5 Hilton New York

IN 2006, GUESTS AT HILTON HOTELS ENJOYED

6,384,347
breakfasts

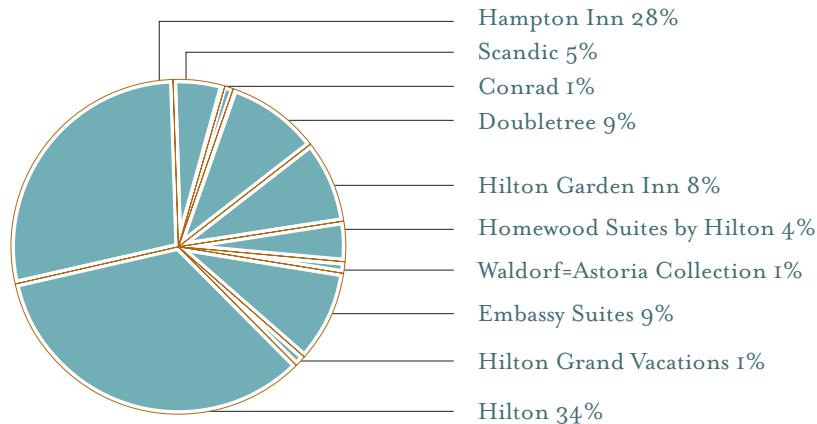


IN 2006, GUESTS AT CONRAD HOTELS SAVORED

602,672
*candlelit
dinners*



GLOBAL ROOM DISTRIBUTION*



*at 12/31/06



Our strength in brand development and hotel management is not easily duplicated and will enable us to continue growing this very profitable part of our company. Of additional note is that Wall Street historically places a premium on fee-based companies, assigning higher trading multiples to hotel operators than to hotel owners.

While our strategic focus is on fee growth and selling many of the hotels we currently own (keeping franchise or management agreements, as we mentioned above), we intend to remain an owner of particularly important hotel properties. This group of approximately 10 hotels can be thought of as “brand builders,” those that are especially important to the Hilton brand and which continue to possess attractive supply-demand characteristics. Irreplaceable properties in New York City, Hawaii and Chicago fit this profile.

Growing Brands Globally

This is the cornerstone of our fee-growth strategy. We wrote in last year’s annual report that “our prospects know no boundaries.” Our accomplishments in 2006 and opportunities in the years ahead bear this out.

Two of the hottest markets and economies in the world are China and India. We moved quickly in 2006 to secure deals with highly respected and well-financed partners in both countries to

The presence of the Hilton brand in countries around the world — in some cases 30-plus years — is a great competitive advantage. Developers and travelers alike, in all corners of the world, know and respect the name “Hilton.”



introduce our mid-scale brands to a traveling public hungry for quality, affordable lodging in these regions. Our plans call for an initial 25 properties in China and 75 in India. In addition, we debuted the first Hilton Garden Inn properties in Italy and Germany, as well as announcing plans for new Doubletree hotels in China, Thailand and Costa Rica. Also in 2006 and early 2007, we opened or announced plans for new Hilton hotels in London, the Seychelles, Dublin, Warsaw, Hefei (China), Sicily, Kuwait and Liverpool.

The presence of the Hilton brand in these and other countries around the world — in some cases 30-plus years — is a great competitive advantage. Developers and travelers alike, in all corners of the world, know and respect the name “Hilton,” a fact that will enable us to enter into a significant number of agreements and maximize the performance of these new hotels once they are open.

Our international development strategy is to be “fast, focused and flexible.” We are organized to take full advantage of new opportunities; concentrate on a select number of particularly appealing markets, including the United Kingdom, Spain, Germany, Italy, Qatar, United Arab Emirates, India, Russia, China, Australia and Japan, in addition to the United States; and tailor our mid-scale brands to suit the individual tastes, styles and needs of travelers in those countries.

Unit growth in the US and North America continues to be strong across the Hilton Family of Brands. In 2006, we added 223 hotels to our system, most of them in the United States. Hilton

ASIA

- 1 Hilton Beijing
- 2 Hilton Maldives Resort & Spa Rangali Island
- 3 Hilton Sydney
- 4 Millennium Hilton Bangkok
- 5 Trident Hilton Gurgaon, India

IN 2006, THE WALDORF=ASTORIA COLLECTION SCHEDULED

152,002
*soothing spa
treatments*



IN 2006, DOUBLETREE BAKED

15,000,128
*chocolate
chip cookies*

DOUBLETREE

Gallery One Ft. Lauderdale, Florida





Garden Inn properties and Hampton Inns continue to comprise the majority of this growth, but we saw significant expansion among all our brands—Hilton, Doubletree, Embassy Suites, Homewood Suites by Hilton and Conrad. In 2006 and early 2007, new Hilton hotels opened in Kauai (Hawaii), Boston, St. Louis and at Baltimore/Washington Airport, with new Doubletree hotels in North America in Birmingham (Alabama), Anaheim, Dallas, Quebec and at New York's JFK Airport.

Our development pipeline continues to be the strongest of any US lodging company (775 hotels and more than 110,000 rooms at year-end 2006) and is growing daily as our brands remain the brands-of-choice for hotel owners. No one in our industry is growing faster. Since 2000, we have added 1,000 hotels to our system, and expect to add another 900 (with 120,000 rooms) in the three years beginning 2007. An increasingly larger percentage of these openings will be outside the US in the years ahead. When compared with our competitors, we are just getting started on international expansion in the mid-priced segment, but therein lies our opportunity...and we are prepared to move rapidly to exploit it.

Leading the Way in a Strong Environment

It is clear that one of the dynamics helping fuel our growth is the current state of the lodging industry. Demand among business and leisure travelers in the United States, Europe and Asia is the strongest we've seen since 2000. These trends, which are expected to continue into 2007, have

Our performance in respected consumer surveys confirms that we are doing what's necessary and important to tend to the needs of our customers.



boosted travel to markets like New York, Hawaii, Chicago, London and Paris. As a result, we experienced strong RevPAR gains in these and other markets in 2006. Many of our hotels in the US markets in particular are operating at occupancy levels in the high 80 percent range with room rates at all-time highs. This strong demand in New York and Hawaii is especially important since those two markets account for roughly 17 percent of our total profits.

As the hotel industry becomes increasingly competitive, and worldwide expansion more important to our long-term success, enhancing the strength and profile of our brands is a high priority in the years ahead.

Nowhere is this more important than with our flagship Hilton brand. New product, service and marketing initiatives were introduced in 2006 and will continue in 2007 and beyond. In addition to the introduction of new fitness centers and guestroom amenities, many of our most prominent hotels have undergone major refurbishments, including the Hilton New York, Waldorf=Astoria® and Hilton Hawaiian Village®. Hilton owners throughout the US have invested approximately \$1 billion in the physical product, resulting in the renovation of nearly 150 Hilton hotels around the country.

Sponsorship of the US Olympic Team in the 2006 Winter Olympics and 2008 Summer Olympics, the Association of Volleyball Professionals and big events such as the Grammy Awards® is further enhancing the profile of the world's most recognized hotel brand.

UNITED KINGDOM AND IRELAND

- 1 Caledonian Hilton Edinburgh
- 2 London Hilton on Park Lane
- 3 Hilton London Tower Bridge
- 4 The Trafalgar
- 5 Galvin at Windows, London
Hilton on Park Lane

IN 2006, HILTON GARDEN INN SERVED

712,789
signature
waffles

HILTON GARDEN INN
Frankfurt, Germany
Monterey, California



IN 2006, HAMPTON INN AND SUITES INTRODUCED

210,000
fabulous
new duvets





Our proprietary OnQ™ technology system, already in place in our 2,400-plus US hotels, is being installed in our international properties, solidifying our industry leadership position in the use of technology to better serve our customers.

These and other initiatives have resulted in significantly improved quality assurance and customer satisfaction scores throughout our worldwide system. Our performance in respected consumer surveys confirms that we are doing what's necessary and important to tend to the needs of our customers. In 2006, Hilton Garden Inn notched its fifth consecutive #1 ranking from J.D. Power. In addition, the Hilton Family of Brands collectively received the highest score in the University of Michigan's American Consumer Satisfaction Index (ACSI). We have been first, or tied for first, in five of the past seven years in the ACSI rankings.

A new and aggressive push in the growing luxury category of the industry is another important initiative going forward. Our Conrad brand, already one of the most respected brands in Asia with fabulous properties in Hong Kong, Tokyo, Bali and Bangkok, is expanding into new Asian markets such as Shanghai, and outside Asia into Dubai.

Extending the cachet of the world's most famous hotel name — Waldorf=Astoria — we have successfully introduced The Waldorf=Astoria Collection to luxury hotels in Maui, Hawaii; La Quinta, California; Phoenix, Arizona; and Jeddah, Saudi Arabia. Plans for new-build Waldorf=Astoria hotels have been announced in Orlando, Florida and Beverly Hills, California.

An aggressive push in the luxury category is another important initiative. We anticipate having approximately 50 luxury hotels in our system by 2010.



We anticipate having approximately 50 luxury hotels in our system by 2010, establishing Hilton as a formidable worldwide competitor in this category.

Timeshare: Proven Strategy, Great Profits

The strength and esteem of the Hilton name, coupled with a strategy of pursuing selective new development in proven and desirable locations, has reaped dividends for our vacation ownership — or timeshare — business, resulting in high customer satisfaction and the best rates of return in the industry.

Providing high-quality physical properties, services and amenities for our timeshare owners has resulted in strong unit sales as well as significant increases in average sales prices. In 2006, timeshare unit sales increased 2 percent, while average sales prices grew by 10 percent. Growth has been strong across the board at our existing properties in Las Vegas, Orlando, Hawaii (both Waikiki and the Big Island) and New York City.

With a full plate of new opportunities and strong demand in each of these markets, we plan to continue the strategy of focusing on these areas for future development. In 2006, we began work on new projects in Waikiki, adjacent to the Hilton Hawaiian Village; on Hawaii's Big Island, near our Hilton Waikoloa Village®; in Orlando; and in midtown Manhattan.

EUROPE

- 1 Hilton Arc de Triomphe
- 2 Hilton Garden Inn Rome Airport
- 3 Hilton Prague
- 4 Hilton Garden Inn Florence Novoli
- 5 Hilton Warsaw Hotel and Convention Centre

IN 2006, EMBASSY SUITES PREPARED

3,285,000
made-to-order
omelettes



IN 2006, HOMEWOOD SUITES BY HILTON DELIVERED

4,369,050
*wake-up
calls*





Maintaining Our Strong Balance Sheet

A constant over the years has been our company's commitment to a sound financial strategy, focusing on prudent investment spending and maintenance of a strong balance sheet. Following our 2006 all-cash acquisition of Hilton International, our priority has been to pay down debt while continuing to make the investments necessary to strengthen and grow our company.

The significant free cash flow we are generating is being carefully earmarked both for capital expenditures and debt reduction. The proceeds of asset sales has helped accelerate debt repayment. In 2006, we sold approximately \$1.5 billion of assets, with the proceeds going toward de-leveraging of the company. It is important to understand that we will be able to reduce debt in a timely manner even if we employ only our operating cash flow. Our successful asset sales program—which first and foremost helps us achieve our strategy of becoming a more fee-based company—will get us there faster.

In summary, our financial strategy, as it has been for several years, is centered on operating our company efficiently and making prudent use of our shareholders' capital.

A constant over the years has been our company's commitment to a sound financial strategy, prudent investment spending and maintenance of a strong balance sheet.



In Closing

Early 2007 saw some changes to our Board of Directors. We were terribly saddened by the passing of Peter George, who served with distinction on our Board for 10 years. Peter's insights and his knowledge of the industry will be sorely missed, but more importantly, he will be remembered as a great colleague and friend. We also acknowledge the retirement of Sam Young, Jr. from our Board after 31 years of service. Matthew J. Hart, our president and chief operating officer, was elected to the Board in early 2007. Matt's contributions to our company's success since 1996, along with his reputation as one of the lodging industry's most talented and respected executives, make him a valuable addition to the Board.

In all, 2006 was quite a year, one of the most exciting and productive ever for Hilton Hotels Corporation. We hit the ground running with the Hilton International acquisition, kept our eye on our strategic initiatives and made significant progress toward all of our strategic goals. This didn't escape the eye of Wall Street either, as the total return of Hilton was 46 percent during 2006, far outperforming the S&P Hotels, Resorts and Cruise Lines Index (15 percent) and the S&P 500 (16 percent).

While our company has been transformed over the last 10 years, one thing hasn't changed...it's still about creating value for our shareholders.

MIDDLE EAST AND AFRICA

- 1 Hilton Seychelles Northolme Resort & Spa
- 2 Hilton Dubai Jumeirah
- 3 Hilton Dahab Resort, Egypt

IN 2006, GUESTS AT HILTON GRAND VACATIONS CHERISHED

239,880
*family
vacations*





An important part of what has made the last 10 years such a remarkable chapter in our company's history has been the support of our shareholders, customers and hotel owners, and the dedication of our team members around the world. With the achievements of 2006 behind us, and the exciting prospects ahead of us, we are poised to take Hilton Hotels Corporation to heights previously unimagined. The next 10 years? Don't blink. You wouldn't want to miss it.

Respectfully,

Barron Hilton
Co-Chairman

Stephen F. Bollenbach
Co-Chairman and Chief Executive Officer

*Hilton Hotels Corporation
at a glance*

9

brands

2,900

properties

500,000

rooms

78

countries

105,000

team members

50

languages

50

anticipated luxury hotels by 2010

21

*first place rankings since 2000 in J.D. Power,
U of M Customer Satisfaction surveys*

1

ranking of Hilton brand in Europe by J.D. Power

1

*ranking of Hilton brand in Asia Pacific by BDRG,
Hotel Business Guest Survey*

Financial Overview

Financial results for fiscal 2006 were outstanding, with strong performances across all business segments, highlighted by a nearly 9 percent increase in revenue-per-available-room (RevPAR) at our comparable owned hotels worldwide, a 51 percent increase in management and franchise fees (aided by our acquisition of Hilton International) and a nearly 20 percent gain in timeshare profitability. In addition, we continued making great strides in our asset sales program (while, as noted in the chairmen's letter, retaining management or franchise agreements at the sold hotels) and significantly reduced our debt levels.

2006 Financial Results

Net income for 2006 was \$572 million, compared to \$460 million in 2005. Diluted net income per share was \$1.39 versus \$1.13 in 2005. Nonrecurring items benefited the 2006 full-year period by \$.18 per share, versus \$.28 in 2005. Total operating income was \$1.274 billion in 2006 (compared with \$805 million in 2005) on revenue of \$8.162 billion (compared with \$4.437 billion in 2005).

Revenue from our owned hotels (majority owned and controlled properties) was \$2.521 billion, compared with \$2.049 billion in 2005. Total revenue from comparable owned hotels was up 8 percent from 2005. RevPAR from comparable worldwide owned hotels (pro forma as if the acquisition of Hilton International had occurred January 1, 2005) increased 8.8 percent for full-year 2006 when compared with full-year 2005; occupancy increased 0.7 points to 76.4 percent, and average daily rate showed a 7.8 percent increase to \$182.73. Total owned hotel expenses increased 22 percent to \$1.780 billion; expenses at the comparable owned hotels increased 7 percent. Comparable owned hotel margins (pro forma for the HI acquisition) increased 20 basis points to 28.5 percent.

Pro forma system-wide RevPAR (including owned, managed and franchised hotels) showed a significant 9.5 percent increase, with all brands showing major RevPAR gains, driven by increases in average daily rates.

Management and franchise fees increased 51 percent to a record \$684 million, fueled by additions of new units, RevPAR gains and the Hilton International acquisition. A total of 223 hotels with approximately 36,000 rooms were added to our system in 2006. At year-end 2006, our worldwide system consisted of 2,935 properties and 501,478 rooms.

Our timeshare business, Hilton Grand Vacations Company (HGVC), had a record year with 2006 revenue of \$650 million, compared with \$554 million in 2005. Expenses in 2006 were \$491 million versus \$420 million in 2005. Timeshare profitability was up 19 percent. HGVC saw a 2 percent increase in unit sales and a 10 percent increase in average unit sales price during 2006.

Asset Dispositions

Consistent with our strategy of deriving an increasing percentage of our profits from managing and franchising, our asset sales program—which began in earnest in 2004—accelerated in 2006. During the year we sold approximately \$1.5 billion of properties, including the sale of Hilton International’s LivingWell health club business. We have obtained good prices for these assets, retained the flags and buyers in most cases are making additional investments to improve the properties. We continue to see a vibrant market for future sales, and further success in this program will again be a priority in 2007.

Balance Sheet

At December 31, 2006, we had total debt of \$6.97 billion (net of approximately \$500 million of debt and capital lease obligations resulting from the consolidation of certain joint-venture entities and a managed hotel, which are non-recourse to us). Subsequent to the acquisition of Hilton International, we reduced our indebtedness by approximately \$1.6 billion. A focus of our financial strategy for 2007 is further debt reduction through operating cash flow and the proceeds of asset sales. Total cash and equivalents (including restricted cash of approximately \$293 million) were approximately \$431 million at December 31, 2006.

Capital Expenditures

In 2006, total capital expenditures, including timeshare, were \$874 million. Our capital spending strategy continues to emphasize the maintenance of our owned hotels in top-notch condition. In 2006, this included significant renovation projects at three of our most important hotels (and our biggest profit generators), the Hilton Hawaiian Village, Hilton New York and Waldorf=Astoria. We continue to invest in our highly profitable timeshare business, focusing on our key markets of Las Vegas, Orlando, Hawaii and New York.

Outlook

The fundamentals of the lodging industry continue to be very strong, and we look forward to positive demand trends in 2007 and beyond. All of the elements are in place for the ongoing success of our fee-based business, owned hotels and timeshare operations. Our significant free cash flow generation, focus on prudent investment spending and debt reduction make for a sound financial strategy going forward. When combined with our transformation to a fee orientation and our irreplaceable owned assets, unparalleled collection of brands, industry-leading development pipeline and worldwide growth opportunities, we have the foundation to further strengthen our position as the world’s premier lodging company.



Corporate Information

Executive Officers

Stephen F. Bollenbach

Co-Chairman and Chief Executive Officer

Matthew J. Hart

President and Chief Operating Officer

Ian R. Carter

Executive Vice President and Chief Executive Officer
– Hilton International Co.

Tim Harvey

Executive Vice President – Global Distribution
Services and Chief Information Officer

Thomas L. Keltner

Executive Vice President and Chief Executive Officer
– Americas and Global Brands

Madeleine A. Kleiner

Executive Vice President, General Counsel
and Corporate Secretary

Robert M. La Forgia

Executive Vice President and Chief Financial Officer

Senior Officers

Antoine Dagot

Executive Vice President, President and Chief
Executive Officer – Hilton Grand Vacations
Company

Tim S. Glassett

Senior Vice President and Deputy General Counsel

Marc A. Grossman

Senior Vice President – Corporate Affairs

Mariel A. Joliet

Senior Vice President and Treasurer

Molly McKenzie-Swartz

Executive Vice President – Human Resources,
Diversity, and Administration

Kenneth M. Smith

Executive Vice President – Americas
Operations, Sales and Revenue Management

Steve Standefer

Senior Vice President – Tax

David A. Thompson

Senior Vice President and Controller

Ernest Wooden, Jr.

Executive Vice President – Brand Management

General Information

Hilton Hotels Corporation

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9336 Civic Center Drive
Beverly Hills, CA 90210
310-278-4321

Transfer Agent and Registrar for Common Stock

The Bank of New York
Shareholder Relations Department – IIE
Post Office Box 11258
Church Street Station
New York, NY 10286
Toll Free: 866-272-9485
E-mail: shareowner-svcs@bankofny.com
Website: www.stockbny.com

Independent Registered Public Accounting Firm

Ernst & Young LLP

Annual Meeting of Shareholders

The annual meeting of shareholders is scheduled
to be held at the Beverly Hilton, 9876 Wilshire
Boulevard, Beverly Hills, California on May 24, 2007
at 11:00 a.m.

Hotel Reservation Information

1-800-HILTONS
Visit our website at:
www.hiltonworldwide.com

Board of Directors

Stephen F. Bollenbach³

Co-Chairman and Chief Executive Officer

Barbara Bell Coleman^{2,3}

President, BBC Associates, LLC, Newark, New Jersey – A consulting company serving businesses and philanthropic organizations

A. Steven Crown^{1,2,4}

General Partner, Henry Crown & Company (Not Incorporated), Chicago, Illinois – A company which includes diversified investments and operating companies, and real estate ventures

Christine Garvey^{1,3}

Real Estate Consultant, Santa Barbara, California

Matthew J. Hart

President and Chief Operating Officer

Barron Hilton

Co-Chairman

Benjamin V. Lambert³

Chairman, Eastdil Secured, LLC, New York, New York – Real estate investment bankers

John H. Myers¹

Chairman of ForstmannLeff, New York, New York – An investment management firm

John L. Notter^{1,2,4}

Chairman, Westlake Properties, Inc., Westlake Village, California – A hotel and real estate development company

Donna F. Tuttle^{2,3,4}

Partner, Elmore/Tuttle Sports Group, West Valley City, Utah – A company specializing in minor league sports franchises, management facilities and concessions

Peter V. Ueberroth^{2,4}

Managing Director, Contrarian Group, Inc., Newport Beach, California – A business management company; Owner and Co-Chairman, Pebble Beach Company, Pebble Beach, California; and Chairman of the Board, US Olympic Committee, Colorado Springs, Colorado

¹ Audit Committee

² Compensation Committee

³ Diversity Committee

⁴ Corporate Governance and Nominating Committee

We have included as Exhibit 31 to our Annual Report on Form 10-K for fiscal year 2006 filed with the Securities and Exchange Commission, the certifications of our Chief Executive Officer and Chief Financial Officer required by Section 302 of the Sarbanes-Oxley Act of 2002. In 2006, our Chief Executive Officer also submitted to the New York Stock Exchange the annual certification that he is not aware of any violations by Hilton Hotels Corporation of the NYSE corporate governance listing standards.

