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

	SCHEDULE 13G				
	Under the Securities Exchange Act of 193	34			
	(Amendment No*)				
	The Promus Companies Incorporated				
	Common				
	(Title of Class of Securities)				
	74342A109				
	(CUSIP Number)				
is not report: securit thereto	the following box if a fee is being paid with this started required only if the filing person (1) has a previous ing beneficial ownership of more than five percent of ties described in Item 1; and (2) has filed no amendment or reporting beneficial ownership of five percent or least 13d-7).	s stat the c ent su	emer lass bsec	nt on 1 s of quent	file
initia for any	emainder of this cover page shall be filled out for a l filing on this form with respect to the subject clas y subsequent amendment containing information which wo sures provided in a prior cover page.	s of	seci	urities	
to be '	formation required in the remainder of this cover page 'filed" for the purpose of Section 18 of the Securitie 'Act") or otherwise subject to the liabilities of that all be subject to all other provisions of the Act (how	es Exc sect	hanq ion	ge Act of the	of
	(Page 1 of 7) 				
	13G CUSIP No. 74342A109 Page	2		of	7
1	Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person				
	Trustees of The Promus Companies Incorporated Savings Retirement Plan 62-1412645	and			
2	Check the Appropriate Box if a Member of a Group	(a)	[]	N/A	
		(b)	[]	N/A	
3	SEC Use Only				
4	Citizenship or Place of Organization				
	Trust organized under the laws of Tennessee				
	5 Sole Voting Power				

Shares 6 Shared Voting Power
Beneficially
Owned By 0 See Exhibit A

Number Of

5,591,480

See Exhibit A

	Each	
Reporting Person With		7 Sole Dispositive Power
		0 See Exhibit A
		8 Shared Dispositive Power
		0 See Exhibit A
9	Aggregate Person	Amount Beneficially Owned by Each Reporting
	5,591,480	shares
10	Check Box Certain S	if the Aggregate Amount in Row 9 Excludes pares*
11	Percent o	Class Represented By Amount in Row 9
	5.5%	
12	Type of R	eporting Person*
	EP	
		*SEE INSTRUCTIONS RECORE ETLLING OUTL

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Schedule 13G Under the Securities Exchange Act of 1934

Item I(a)	Name of	issuei	
	The Pro	mus Companies	Incorporated

Item 1(b) Address of Issuer's Principal Executive Offices

1023 Cherry Road Memphis, TN 38117

Item 2(a) Name of Person Filing

Trustees of The Promus Companies Incorporated Savings and Retirement Plan $\,$

Item 2(b) Address of Principal Business Office or Residence

1023 Cherry Road Memphis, TN 38117

Item 2(c) Citizenship

Trust organized under the laws of Tennessee

Item 2(d) Title of Class of Securities

Common

Item 2(3) CUSIP Number

74342A109

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Schedule 13G Under the Securities Exchange Act of 1934

Item 3			ent is filed pursuant to Rules 13d-1(b) or 13d-2(b), the person filing is a
(a) (b) (c)	()	Broker or Dealer registered under Section 15 of the Act Bank as defined in Section 3(a)(6) of the Act Insurance Company as defined in Section 3(a)(19) of the Act
(d)	()	Investment Company registered under Section 8 of the Investment Company Act
(e)	()	Investment company Act Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940
(f)	(X		Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Sec. 240.13d-1(b)(1)(ii)(F)
(g)	()	Parent Holding Company, in accordance with Sec.
(h)	(240.13d-1(b)(ii)(G) (Note: See Item 7) Group, in accordance with Sec. 240.13d-1(b)(ii)(H)
Item 4	0wnersh	ip	
(a)	Amount	Benefic	ially Owned
	5,591,4	80 shar	es
(b)	Percent	of Cla	ss
	5.5%		
(c)	Number	of shar	es as to which such person has
	(ii) (iii)	shared sole po	wer to vote or to direct the vote: 5,591,480 power to vote or to direct the vote: 0 wer to dispose or to direct the disposition of: 0 power to dispose or to direct the disposition of: 0
See	e Exhibit	Α.	
Ttem 5	∩wnarchi	n of Ei	ve Percent or less of a Class

Item 5 Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the securities, check the following ().

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Schedule 13G Under the Securities Exchange Act of 1934

Item 6 Ownership of More than Five Percent on Behalf of Another Person

See Exhibit A

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not Applicable

Item 8 Identification and Classification of Members of the Group

Not Applicable

Item 9 Notice of Dissolution of Group

Not Applicable

Item 10 Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effects.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the correct information set forth in this statement is true, complete and correct.

February 7, 1994
Date
/s/ Neil F. Barnhart
Signature
Neil F. Barnhart, Authorized Trustee

Name/Title

ITEM 4 - OWNERSHIP

The participants in The Promus Companies Incorporated Savings and Retirement Plan have the right to direct the disposition of the securities held in their accounts by changing their investment elections and withdrawing or borrowing funds from their accounts pursuant to the terms of the Plan. No one participant has such rights with respect to more than 5% of the security class.

The trustees of the Plan have sole voting rights for the securities held by the Plan, except that each participant in the Plan has the right, to the extent of shares of Company common stock allocated to his or her account in the Promus Companies Stock Fund of the Plan (including vested and unvested amounts), to direct the trustees in writing as to how to respond to a solicitation of proxies opposed by management of the Company.

THE PROMUS COMPANIES INCORPORATED SAVINGS AND RETIREMENT PLAN CERTIFICATE OF SECRETARY

I, Vincent G. De Young, the duly authorized and acting Secretary of The Promus Companies Incorporated Savings and Retirement Plan (the "Plan"), do hereby certify that the following resolution was duly adopted by the Trustees of the Plan on February 4th, 1994 and that said resolution is in full force and effect as of the date hereof:

RESOLVED, that Neil F. Barnhart, Michael N. Regan, Charles A. Ledsinger, Jr. or Ben C. Peternell be, and each such trustee hereby is, authorized to execute, on behalf of the Plan and on behalf of the trustees of the Plan, any document, report, statement or schedule that is required to be filed, or that any such trustee deems appropriate to be filed, with any governmental agency including, without limitation, documents filed with the Securities and Exchange Commission including Schedule 13G's and other SEC documents, the Department of Labor, and the Internal Revenue Service.

WITNESS MY SIGNATURE this 4th day of February, 1994.

/s/ Vincent G. De Young

Vincent G. De Young, Secretary The Promus Companies Incorporated Savings and Retirement Plan