

HOST HOTELS & RESORTS, INC.

Form 4

February 08, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WALTER W EDWARD

2. Issuer Name and Ticker or Trading Symbol
**HOST HOTELS & RESORTS, INC.
[HST]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6903 ROCKLEDGE DRIVE, SUITE 1500

3. Date of Earliest Transaction (Month/Day/Year)
02/04/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President & CEO

BETHESDA, MD 20817

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/04/2016		J ⁽¹⁾		109,002	A	\$ 14.2
Common Stock	02/04/2016		F		54,582	D	\$ 14.2
Restricted Stock	02/04/2016		A ⁽²⁾		501,362	A	\$ 14.2
Restricted Stock	02/04/2016		J ⁽¹⁾		109,002	D	\$ 14.2
Restricted Stock	02/04/2016		J ⁽³⁾		241,590	D	\$ 14.2

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Common Stock - Other	60,000	I	by LLC
Common Stock - Trust	60,000	I	by Daughter
Common Stock - Trust	60,000	I	by Son

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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 Derivative 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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Incentive Stock Option (right to buy)	\$ 0	02/04/2016		A		152,542		12/31/2016	02/04/2026	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 0							12/31/2012	01/20/2022	Common Stock	4
Non-Qualified Stock Option (right to buy)	\$ 0							02/05/2013	02/05/2023	Common Stock	8
Non-Qualified Stock Option (right to buy)	\$ 0							01/22/2014	01/22/2024	Common Stock	9
Non-Qualified Stock Option (right to buy)	\$ 0							12/31/2015	01/15/2025	Common Stock	8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALTER W EDWARD 6903 ROCKLEDGE DRIVE SUITE 1500 BETHESDA, MD 20817			President & CEO	

Signatures

By: Elizabeth A. Abdoo For: W.E.
 Walter

02/08/2016

**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).
- (1) This transaction represents the release of restrictions on shares of restricted stock which vested based on 2015 performance and inclusion of such shares into unrestricted common stock. Shares that did not vest based on performance criteria were forfeited.
 - (2) 1 year Performance Grant eligible for release based on satisfaction of performance objectives for 2016.
 - (3) Restricted Stock Shares forfeited due to failure to satisfy 2015 performance measures.

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