

MARRIOTT RICHARD E
 Form 4
 November 21, 2008

FORM 4

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

OMB APPROVAL

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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 *
MARRIOTT RICHARD E

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/20/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/20/2008		P		100,000	A	\$ 4.996	5,471,416	D	
Common Stock - Other	11/20/2008		J ⁽¹⁾		1,400	A	\$ 0	1,303,066	I	by Partnership
Common Stock - Retirement Shares								1,800	D	
Common								505,413	I	by Trust

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Stock - SpTrstee			
Common Stock - Spouse	75,364	I	by Spouse
Common Stock - Trust 03	136,739	I	by Trust
Common Stock - Trust 04	125,480	I	by Trust
Common Stock - Trust 05	100,036	I	by Trust
Common Stock - Trust 06	136,739	I	by Trust
Common Stock - Trust 07	107,282	I	by Trust
Common Stock - Trust 08	71,783	I	by Trust
Common Stock - Trust 09	122,283	I	by Trust
Common Stock - Trust 10	136,788	I	by Trust
Common Stock - Trust 11	77,117	I	by Trust
Common Stock - Trust 12	70,770	I	by Trust
Common Stock - Trust 13	56,420	I	by Trust
Common Stock - Trust 14	77,117	I	by Trust
Common Stock - Trust 15	60,515	I	by Trust

Common Stock - Trust 16	40,485	I	by Trust
Common Stock - Trust 17	68,967	I	by Trust
Common Stock - Trust 18	77,139	I	by Trust

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARRIOTT RICHARD E 6903 ROCKLEDGE DRIVE SUITE 1500 BETHESDA, MD 20817	X		Chairman of the Board	

Signatures

By: Elizabeth A. Abdo For: Richard E. Marriott
Date: 11/21/2008

**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 is a correction of the Common Stock - Other account due to a database calculation error. All transactions have been previously reported by reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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