

MARRIOTT RICHARD E
 Form 4
 June 04, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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 *
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)
06/03/2010

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock - SpTrustee | 06/03/2010 | | S | 6,500 D | \$ 14.77 510,575 | I | by Trust |
| Common Stock - SpTrustee | 06/03/2010 | | S | 4,000 D | \$ 14.55 506,575 (1) | I | by Trust |
| Common Stock | | | | | 5,740,244.517 | D | |
| Common Stock - Other | | | | | 1,330,610 | I | by Partnership |

Edgar Filing: MARRIOTT RICHARD E - Form 4

| | | | |
|-------------------------------------------|---------|---|-----------|
| Common Stock - Retirement Shares | 1,838 | D | |
| Common Stock - Spouse | 76,957 | I | by Spouse |
| Common Stock - Trust 03 | 140,008 | I | by Trust |
| Common Stock - Trust 04 | 128,480 | I | by Trust |
| Common Stock - Trust 05 | 102,427 | I | by Trust |
| Common Stock - Trust 06 | 138,714 | I | by Trust |
| Common Stock - Trust 07 | 109,549 | I | by Trust |
| Common Stock - Trust 08 | 73,499 | I | by Trust |
| Common Stock - Trust 09 | 124,868 | I | by Trust |
| Common Stock - Trust 10 | 140,058 | I | by Trust |
| Common Stock - Trust 11 | 78,230 | I | by Trust |
| Common Stock - Trust 12 | 72,461 | I | by Trust |
| Common Stock - Trust 13 | 57,768 | I | by Trust |
| Common Stock - Trust 14 | 78,960 | I | by Trust |
| | 61,793 | I | by Trust |

| | | | |
|-------------------------------|--------|---|----------|
| Common Stock - Trust 15 | | | |
| Common Stock - Trust 16 | 41,452 | I | by Trust |
| Common Stock - Trust 17 | 70,424 | I | by Trust |
| Common Stock - Trust 18 | 78,983 | 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 | | | Chairman of the Board | |

Signatures

By: Elizabeth A. Abdo For: Richard E.
Marriott

06/04/2010

__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) Includes 73,814 shares acquired as part of the Company's special dividend to each indirectly owned account as follows: Trust 3 - 3,269 shares; Trust 4 - 3,000 shares; Trust 5 - 2,391 shares; Trust 6 - 2,614 shares; Trust 7 - 2,267 shares; Trust 8 - 1,716 shares; Trust 9 - 2,585 shares; Trust 10 - 3,270 shares; Trust 11 - 1,474 shares; Trust 12 - 1,691 shares; Trust 13 - 1,348 shares; Trust 14 - 1,843 shares; Trust 15 - 1,279 shares; Trust 16 - 967 shares; Trust 17 - 1,457 shares; Trust 18 - 1,844 shares; SpTrstee - 11,662 shares; Spouse - 1,593 shares; Partnership - 27,544 shares. Also, includes 118,828.5170 shares for reporting person's common stock account and 38 shares for retirement share account.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.