LARSON GREGORY J

Form 4

January 05, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

OMB APPROVAL

January 31, 2005

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obligations may continue.

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

See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * LARSON GREGORY J

(First)

(Street)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

below)

Symbol

HOST HOTELS & RESORTS, INC.

(Check all applicable)

[HST] (Middle)

3. Date of Earliest Transaction

Director 10% Owner _X__ Officer (give title _ Other (specify

(Month/Day/Year)

EVP, Corp Strategy & Fund Mgt

6903 ROCKLEDGE DRIVE, SUITE 01/03/2011

1500

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

BETHESDA, MD 20817

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acqui	ired, Disposed of	, or Beneficial	ly 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 ction(A) or Disposed of (D) (Instr. 3, 4 and 5) (A)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(111511.4)	
Common Stock	01/03/2011		<u>J(1)</u>	374	A	\$ 18.165	74,573	D	
Common Stock	01/03/2011		F	133	D	\$ 18.165	74,440	D	
Deferred Bonus Stock Award	01/03/2011		J <u>(1)</u>	374	D	\$ 18.165	539	D	
Restricted Stock							429,968	D	

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

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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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 0					12/31/2010	05/14/2019	Common Stock	74,299
Non-Qualified Stock Option (right to buy)	\$ 5.075					12/31/2009	02/05/2019	Common Stock	6,368

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

LARSON GREGORY J 6903 ROCKLEDGE DRIVE SUITE 1500 BETHESDA, MD 20817

EVP, Corp Strategy & Fund Mgt

Signatures

By: William K. Kelso For: Gregory J.
Larson 01/05/2011

**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) Vested shares received as a deferred bonus award under the Comprehensive Stock Incentive Plan.

Reporting Owners 2

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