HOST HOTELS & RESORTS, INC.

Form 4 May 19, 2015

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
Estimated average

Section 16. Form 4 or Form 5 obligations SECURITIES

burden hours per response... 0.5

obligations
may continue.
See Instruction

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

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1(b).

Stock

Stock

Restricted

05/15/2015

(Print or Type Responses)

1. Name and Address of Reporting Person ** ROBERTSON STRUAN BRYER			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) 5801 WARW	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/15/2015	Director 10% Owner Officer (give title Other (specify below) Exec. Vice President & CIO		
	(Street)		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		
CHEVY CHA	ASE, MD 208	815		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 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3, 4 and 5) Form: Direct Code Beneficially Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common $J_{\underline{1}}$ 05/15/2015 58,431 A 139,048 D Stock 20.6 Common 05/15/2015 F 29,276 D 109,772 D Stock Restricted $J_{(1)}$ D 05/15/2015 58,432 58,431 D

58,432 D

20.6

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

 $J^{(2)}$

D

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nui of S
Non-Qualified Stock Option (right to buy)	\$ 0	05/15/2015		J(2)	28,902	12/31/2015	01/15/2025	Common Stock	28
Non-Qualified Stock Option (right to buy)	\$ 0					02/05/2013	02/05/2023	Common Stock	34
Non-Qualified Stock Option (right to buy)	\$ 0					01/22/2014	01/22/2024	Common Stock	31

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting owner runner runners	Director	10% Owner	Officer	Other		
ROBERTSON STRUAN BRYER			Exec. Vice			
5801 WARWICK PLACE			President &			
CHEVY CHASE, MD 20815			CIO			

Signatures

By: Elizabeth A. Abdoo For: Struan B.
Robertson

05/19/2015

**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 have vested and the inclusion of such shares into unrestricted common stock.

Reporting Owners 2

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(2) Shares Forfeited

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