

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, 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 *
ABDOO ELIZABETH A

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)
02/04/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & General Counsel

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⁾		24,772	A	\$ 14.2
Common Stock	02/04/2016		F		12,597	D	\$ 14.2
Restricted Stock	02/04/2016		A ⁽²⁾		109,185	A	\$ 14.2
Restricted Stock	02/04/2016		J ⁽¹⁾		24,772	D	\$ 14.2
Restricted Stock	02/04/2016		J ⁽³⁾		51,578	D	\$ 14.2

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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. 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)	8. Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 0	02/04/2016		A	33,220	12/31/2016 02/04/2026	Common Stock	33
Non-Qualified Stock Option (right to buy)	\$ 0					12/31/2012 01/20/2022	Common Stock	12
Non-Qualified Stock Option (right to buy)	\$ 0					02/05/2013 02/05/2023	Common Stock	22
Non-Qualified Stock Option (right to buy)	\$ 0					01/22/2014 01/22/2024	Common Stock	20
Non-Qualified Stock Option (right to buy)	\$ 0					12/31/2015 01/15/2025	Common Stock	18

Reporting Owners

Reporting Owner Name / Address	Relationships
ABDOO ELIZABETH A 6903 ROCKLEDGE DRIVE SUITE 1500 BETHESDA, MD 20817	Director 10% Owner Officer EVP & General Counsel

Signatures

Elizabeth A.
Abdo

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.

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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