

HOST HOTELS & RESORTS, INC.

Form 4

August 09, 2016

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 *
WALTER W EDWARD

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)
08/05/2016

____ Director
 Officer (give title below) _____ Other (specify below)
President & CEO

BETHESDA, MD 20817

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	08/05/2016		S	40,000	D \$ 17.8253	385,363	D
Common Stock	08/05/2016		G	20,000	D \$ 0	365,363	D
Common Stock - Trust	08/05/2016		S	30,000	D \$ 17.8253	30,000	I by Daughter
Common Stock - Trust	08/05/2016		S	30,000	D \$ 17.8253	30,000	I by Son

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Common Stock - Other	60,000	I	by LLC
Restricted Stock	501,362	D	

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 14.2					12/31/2016	02/04/2026	Common Stock	152,54
Non-Qualified Stock Option (right to buy)	\$ 16.23					12/31/2012	01/20/2022	Common Stock	48,979
Non-Qualified Stock Option (right to buy)	\$ 16.55					12/31/2013	02/05/2023	Common Stock	85,875
Non-Qualified Stock Option (right to buy)	\$ 19.57					12/31/2014	01/22/2024	Common Stock	95,949
Non-Qualified Stock Option (right to buy)	\$ 23.76					12/31/2015	01/15/2025	Common Stock	86,705

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

WALTER W EDWARD
6903 ROCKLEDGE DRIVE
SUITE 1500
BETHESDA, MD 20817

President & CEO

Signatures

By: Elizabeth A. Abdoo For: W.E.
Walter

08/09/2016

__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).

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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