#### LARSON GREGORY J

Form 4

February 10, 2009

## FORM 4

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

OMB 3235-0287

Check this box
if no longer
which to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: 3235-0287 Expires: January 31, 2005

**OMB APPROVAL** 

subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Estimated average burden hours per response... 0.5

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

**SECURITIES** 

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *LARSON GREGORY J			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			HOST HOTELS & RESORTS, INC. [HST]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner Officer (give title Other (specify		
6903 ROCKLEDGE DRIVE, SUITE 1500			02/09/2009	below) below) Ex. Vice President		
(	(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		
BETHESDA, MD 20817				Form filed by More than One Reporting Person		

(City)	(State) (Z	Table	I - Non-De	erivative S	Securi	ties Acq	uired, Disposed o	f, 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. Transactic Code (Instr. 8)	4. Securi on(A) or D (D) (Instr. 3,	4 and (A) or	d of	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)
Common Stock	02/09/2009		A(1)	9,375	A	\$ 5.42	43,678	D	
Common Stock	02/09/2009		F	4,050	D	\$ 5.42	39,628	D	
Restricted Stock	02/09/2009		A <u>(1)</u>	9,375	D	\$ 5.42	184,896	D	
Deferred Bonus Stock Award							1,363	D	

#### Edgar Filing: LARSON GREGORY J - Form 4

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	
	Derivative				Securities	3	
	Security				Acquired		
					(A) or		
					Disposed		
					of (D)		
					(Instr. 3,		

4, and 5)

Date

Expiration

or Title

Exercisable Date Number

of Shares

Amount

Code V (A) (D)

Non-Qualified

**Stock Option** \$ 5.075 (right to buy)

12/31/2009 02/05/2019

Common

36,368

Stock

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

LARSON GREGORY J 6903 ROCKLEDGE DRIVE

**SUITE 1500** BETHESDA, MD 20817 Ex. Vice President

**Signatures** 

By: Elizabeth A. Abdoo For: Gregory J.

Larson

02/10/2009

\*\*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).
- This transaction represents the release of restrictions on shares of restricted stock which vests on a periodic basis, and inclusion of such **(1)** shares into unrestricted common stock.

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.

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