MARRIOTT RICHARD E
Form 4
November 19, 2012

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MARRIOTT RICHARD E

(Last) (First) (Middle)

6903 ROCKLEDGE DRIVE, SUITE 1500

(Street)

BETHESDA, MD 20817

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
HOST HOTELS & RESORTS, INC. [HST]

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman of the Board

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 - Trust 07	11/15/2012		S		109,549	D	$ 13.8506	0	I	by Trust
Common Stock - Trust 15	11/15/2012		S		61,793	D	$ 13.8506	0	I	by Trust
Common Stock								5,740,244.517	D	
Common Stock - Other								1,330,610	I	by Partnership

Common Stock - Retirement Shares	1,838	D	
Common Stock - SpTrstee	506,575	I	by Trust
Common Stock - Spouse	76,957	I	by Spouse
Common Stock - Trust 03	140,008	I	by Trust
Common Stock - Trust 04	128,480	I	by Trust
Common Stock - Trust 05	102,427	I	by Trust
Common Stock - Trust 06	139,353	I	by Trust
Common Stock - Trust 08	73,499	I	by Trust
Common Stock - Trust 09	124,868	I	by Trust
Common Stock - Trust 10	140,058	I	by Trust
Common Stock - Trust 11	78,591	I	by Trust
Common Stock - Trust 12	72,461	I	by Trust
Common Stock - Trust 13	57,768	I	by Trust
Common Stock - Trust 14	78,960	I	by Trust
	41,452	I	by Trust

Common Stock - Trust 16			
Common Stock - Trust 17	70,424	I	by Trust
Common Stock - Trust 18	78,983	I	by Trust

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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARRIOTT RICHARD E 6903 ROCKLEDGE DRIVE SUITE 1500 BETHESDA, MD 20817			Chairman of the Board	

Signatures

By: Elizabeth A. Abdoo For: Richard E. Marriott	11/19/2012
**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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