

HOST HOTELS & RESORTS, INC.
 Form 4
 February 19, 2015

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 *
 Haberman Gerard E.

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)
 15609 HADDONFIELD WAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/17/2015

____ Director
 ____ Officer (give title below) 10% Owner
 ____ Other (specify below)
 SVP, Dev, Des & Construction

GAITHERSBURG, MD 20878

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	02/17/2015		J ⁽¹⁾		18,371	\$ 23.56	A 71,385
Common Stock	02/17/2015		F		8,037	\$ 23.56	D 63,348
Restricted Stock	02/17/2015		J ⁽¹⁾		18,371	\$ 23.56	D 41,653
Restricted Stock	02/17/2015		J ⁽²⁾		14,929	\$ 23.56	D 26,724

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

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(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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 0					01/22/2014 01/22/2024	Common Stock	7,313
Non-Qualified Stock Option (right to buy)	\$ 0					12/31/2015 01/15/2025	Common Stock	6,609

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Haberman Gerard E. 15609 HADDONFIELD WAY GAITHERSBURG, MD 20878			SVP, Dev, Des & Construction	

Signatures

By: Elizabeth A. Abdo For: Gerard E. Haberman 02/19/2015

__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 vested based on 2014 performance and inclusion of such shares into unrestricted common stock. Shares that did not vest based on performance criteria were forfeited.

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(2) Restricted Stock Shares forfeited due to failure to satisfy 2014 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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