

HOST HOTELS & RESORTS, INC.

Form 4

May 19, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROBERTSON STRUAN BRYER

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)
5801 WARWICK PLACE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/15/2015

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Exec. Vice President & CIO

CHEVY CHASE, MD 20815

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	05/15/2015		J ⁽¹⁾		58,431	A	\$ 20.6	139,048	D
Common Stock	05/15/2015		F		29,276	D	\$ 20.6	109,772	D
Restricted Stock	05/15/2015		J ⁽¹⁾		58,431	D	\$ 20.6	58,432	D
Restricted Stock	05/15/2015		J ⁽²⁾		58,432	D	\$ 20.6	0	D

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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares of Underlying Security
Non-Qualified Stock Option (right to buy)	\$ 0	05/15/2015		J ⁽²⁾	28,902	12/31/2015 01/15/2025	Common Stock	28
Non-Qualified Stock Option (right to buy)	\$ 0					02/05/2013 02/05/2023	Common Stock	34
Non-Qualified Stock Option (right to buy)	\$ 0					01/22/2014 01/22/2024	Common Stock	31

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBERTSON STRUAN BRYER 5801 WARWICK PLACE CHEVY CHASE, MD 20815			Exec. Vice President & CIO	

Signatures

By: Elizabeth A. Abdoo For: Struan B. Robertson 05/19/2015

__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 have vested and the inclusion of such shares into unrestricted common stock.

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(2) Shares Forfeited

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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