

HOST HOTELS & RESORTS, INC.

Form 4

February 10, 2017

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 *
RISOLEO JAMES F

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**

3. Date of Earliest Transaction
(Month/Day/Year)
02/08/2017

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
President and CEO

(Street)
BETHESDA, MD 20817

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	02/08/2017		J ⁽¹⁾		26,971	A	\$ 18.33	163,600	D	
Common Stock	02/08/2017		F		13,338	D	\$ 18.33	150,262	D	
Restricted Stock	02/08/2017		J ⁽¹⁾		26,971	D	\$ 18.33	65,502	D	
Restricted Stock	02/08/2017		J ⁽²⁾		65,502	D	\$ 18.33	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 of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 0					12/31/2012 01/20/2022	Common Stock 7,110
Non-Qualified Stock Option (right to buy)	\$ 0					12/31/2013 02/05/2023	Common Stock 12,467
Non-Qualified Stock Option (right to buy)	\$ 0					12/31/2014 01/22/2024	Common Stock 11,668
Non-Qualified Stock Option (right to buy)	\$ 0					12/31/2015 01/15/2025	Common Stock 10,543
Non-Qualified Stock Option (right to buy)	\$ 0					12/31/2015 04/15/2025	Common Stock 4,128
Non-Qualified Stock Option (right to buy)	\$ 0					12/31/2016 02/04/2026	Common Stock 28,136

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RISOLEO JAMES F 6903 ROCKLEDGE DRIVE	President and CEO

SUITE 1500
BETHESDA, MD 20817

Signatures

By: Elizabeth A. Abdoo For: James F.
Risoleo

02/10/2017

__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 2016 performance and inclusion of such shares into unrestricted common stock. Shares that did not vest based on performance criteria were forfeited.
- (2) This transaction represents the forfeiture of the restricted stock shares under the Comprehensive Stock Plan program for the performance year 2016.

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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