

HOST HOTELS & RESORTS, INC.

Form 4

February 10, 2017

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 *
TYRRELL NATHAN S

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)
3751 JENIFER ST NW

(Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
MD, Investments, East Coast

WASHINGTON, DC 20015

(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	(D)	Price
Common Stock	02/08/2017		J ⁽¹⁾		16,336	A	\$ 18.33
Common Stock	02/08/2017		F		7,733	D	\$ 18.33
Restricted Stock	02/08/2017		J ⁽¹⁾		16,336	D	\$ 18.33
Restricted Stock	02/08/2017		J ⁽²⁾		40,485	D	\$ 18.33
							0

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					12/31/2014	01/22/2024	Common Stock	5,480
Non-Qualified Stock Option (right to buy)	\$ 0					12/31/2015	01/15/2025	Common Stock	6,069
Non-Qualified Stock Option (right to buy)	\$ 0					12/31/2015	04/15/2025	Common Stock	817
Non-Qualified Stock Option (right to buy)	\$ 0					12/31/2016	02/04/2026	Common Stock	17,288

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TYRRELL NATHAN S 3751 JENIFER ST NW WASHINGTON, DC 20015			MD, Investments, East Coast	

Signatures

By: Elizabeth A. Abdo For: Nathan S. Tyrrell 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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