HOST HOTELS & RESORTS, INC.

Form 4 May 18, 2009

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

Form 4 or Form 5 obligations

SECURITIES

Estimated average burden hours per response... 0.5

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

LARSON GREGORY J

Symbol

(Check all applicable)

HOST HOTELS & RESORTS, INC. [HST]

(Last)

(Middle)

3. Date of Earliest Transaction

Director 10% Owner

(Month/Day/Year)

X_ Officer (give title below)

Issuer

Other (specify

Ex. Vice President

6903 ROCKLEDGE DRIVE, SUITE 05/14/2009 1500

(Street)

(First)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

BETHESDA, MD 20817

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership 7. Nature of 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities

Security (Instr. 3) (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Securities Beneficially Owned Following

Reported

Form: Direct Indirect (D) or Indirect (I) (Instr. 4)

Beneficial Ownership (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Common

Stock

39,628

Deferred

Bonus Stock

1,363

D

D

Award

184,896 D

Restricted Stock

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

Persons who respond to the collection of information contained in this form are not SEC 1474 (9-02)

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Dat	6. Date Exercisable and Expiration Date Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nu of S	
Non-Qualified Stock Option (right to buy)	\$ 0	05/14/2009		J <u>(1)</u>	36,368	12/31/2010	05/14/2019	Common Stock	36	
Non-Qualified Stock Option (right to buy)	\$ 0	05/14/2009		J <u>(1)</u>	36,368	12/31/2011	05/14/2019	Common Stock	36	
Non-Qualified Stock Option (right to buy)	\$ 0					12/31/2009	02/05/2019	Common Stock	36	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LARSON GREGORY J 6903 ROCKLEDGE DRIVE SUITE 1500

Ex. Vice President

BETHESDA, MD 20817

Signatures

By: Elizabeth A. Abdoo For: Gregory J.
Larson 05/18/2009

**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) 2009 Stock Option Grant

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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