

HOST HOTELS & RESORTS, INC.

Form 4

December 19, 2016

FORM 4UNITED 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 *
WALTER W EDWARD2. 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 15003. Date of Earliest Transaction (Month/Day/Year)
12/19/2016____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
President & CEO(Street)
BETHESDA, MD 20817

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
__X__ 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 Ownership (Instr. 4)
Common Stock	12/19/2016		M	85,875 A	\$ 16.55 140,295	D	
Common Stock	12/19/2016		M	48,979 A	\$ 19.0226 189,274	D	
Common Stock	12/19/2016		S	48,979 D	\$ 19.0226 140,295	D	
Common Stock	12/19/2016		S	85,875 D	\$ 19.0226 54,420	D	
Restricted Stock					501,362	D	

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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 Underlying Se (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 16.23	12/19/2016		M	48,979	12/31/2012 ⁽¹⁾ 01/20/2022	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 16.55	12/19/2016		M	85,875	12/31/2013 ⁽²⁾ 02/05/2023	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.2					12/31/2016 02/04/2026	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 19.57					12/31/2014 01/22/2024	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 23.76					12/31/2015 01/15/2025	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALTER W EDWARD 6903 ROCKLEDGE DRIVE SUITE 1500 BETHESDA, MD 20817			President & CEO	

Signatures

By: Elizabeth A. Abdoo For: W.E.
Walter

12/19/2016

__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) Options vested on December 31, 2012

(2) Options vested on December 31, 2013

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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