#### HOST HOTELS & RESORTS, INC.

Form 4

February 08, 2016

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

Expires:

Form filed by More than One Reporting

3235-0287

January 31, 2005

0.5

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Ad LARSON GI	•	_	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
			HOST HOTELS & RESORTS, INC. [HST]			
(Last) 6903 ROCKI 1500	(First) LEDGE DR	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/04/2016	Director 10% Owner Selfont of the control of th		
	(Street)		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		

BETHESDA, MD 20817

(State)

(Zip)

(City)

Person ative Securities Acquired Disposed of ar Reposicially O

(,)	()	Table	: 1 - Non-De	erivative Se	curitie	es Acqui	rea, Disposed of,	or Beneficiali	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securitie (A) or Disp (Instr. 3, 4	osed c	of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	02/04/2016		J <u>(1)</u>	30,236	A	\$ 14.2	180,256	D	
Common Stock	02/04/2016		F	15,327	D	\$ 14.2	164,929	D	
Restricted Stock	02/04/2016		A(2)	133,696	A	\$ 14.2	227,188	D	
Restricted Stock	02/04/2016		<u>J(1)</u>	30,236	D	\$ 14.2	196,952	D	
Restricted Stock	02/04/2016		J <u>(3)</u>	63,256	D	\$ 14.2	133,696	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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SEC 1474

(9-02)

 $\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$ 

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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		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
Incentive Stock Option (right to buy)	\$ 0	02/04/2016		A	40,678	12/31/2016	02/04/2026	Common Stock	40
Non-Qualified Stock Option (right to buy)	\$ 0					01/22/2014	01/22/2024	Common Stock	25
Non-Qualified Stock Option (right to buy)	\$ 0					12/31/2015	01/15/2025	Common Stock	23

# **Reporting Owners**

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

LARSON GREGORY J 6903 ROCKLEDGE DRIVE SUITE 1500 BETHESDA, MD 20817

EVP and Chief Financial Office

### **Signatures**

By: Elizabeth A. Abdoo For: Gregory J.
Larson 02/08/2016

\*\*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).

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- (1) This transaction represents the release of restrictions on shares of restricted stock which vested based on 2015 performance and inclusion of such shares into unrestricted common stock. Shares that did not vest based on performance criteria were forfeited.
- (2) 1 year Performance Grant eligible for release based on satisfaction of performance objectives for 2016.
- (3) Restricted Stock Shares forfeited due to failure to satisfy 2015 performance measures.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.