HOST HOTELS & RESORTS, INC.

Form 4 July 25, 2006

### FORM 4

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

**OMB APPROVAL OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LARSON GREGORY J		2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
		HOST HOTELS & RESORTS, INC. [HST]	(Check all applicable)			
(Last) (First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner Other (specify			
6903 ROCKLEDGE DRIV 1500	E, SUITE	07/24/2006	Sr. Vice President & Treasurer			
(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
DETHEODA MD 20017		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
6903 ROCKLEDGE DRIV 1500	` ′	(Month/Day/Year) 07/24/2006  4. If Amendment, Date Original	X Officer (give title Other (sbelow)			

#### BETHESDA, MD 20817

Stock

Stock

Common

07/24/2006

(City)	(State) (Z	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. Transactic Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	d of (D) 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)	
Common Stock	07/24/2006		Code V S	Amount 900	(D)	Price \$ 22.34	38,463	D		
Common Stock	07/24/2006		S	2,900	D	\$ 22.33	35,563	D		
Common Stock	07/24/2006		S	3,300	D	\$ 22.32	32,263	D		
Common Stock	07/24/2006		S	3,800	D	\$ 22.31	28,463	D		

5,100 D

S

Person

22.31

\$ 22.3 23,363

D

### Edgar Filing: HOST HOTELS & RESORTS, INC. - Form 4

Deferred

Bonus 2,853 D Stock

Award

Restricted 105,201 D

Stock

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 6. Date Exercisable and 7. Title and Amount of 3. Transaction Date 3A. Deemed 5. Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date **Underlying Securities** Security or Exercise Code (Month/Day/Year) (Instr. 3 and 4) of (Instr. 3)

number.

Price of (Month/Day/Year) (Instr. 8) Derivative Derivative Securities Security Acquired (A) or Disposed of (D)

(Instr. 3, 4, and 5)

Code V (A) (D)

Date

Amount or

Title Exercisable Date

Expiration

Number of Shares

12,500

Non-Qualified

Stock Option \$ 8.24

Common 11/01/2002 11/01/2017 Stock

(right to buy)

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

LARSON GREGORY J 6903 ROCKLEDGE DRIVE **SUITE 1500** 

Sr. Vice President & Treasurer

BETHESDA, MD 20817

**Signatures** 

By: Elizabeth A. Abdoo For: Gregory J. 07/25/2006

Larson Date \*\*Signature of Reporting Person

Reporting Owners 2

# **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).

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.