HOST HOTELS & RESORTS, INC.

Form 4 July 26, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

OMB APPROVAL

burden hours per response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * NASSETTA CHRISTOPHER J

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to

Issuer

HOST HOTELS & RESORTS, INC.

[HST]

(Middle)

(Check all applicable) _X__ Director

10% Owner X_ Officer (give title Other (specify

6903 ROCKLEDGE DRIVE, SUITE 07/25/2006

(Street)

(First)

(Month/Day/Year)

Filed(Month/Day/Year)

below) President and CEO

1500

4. If Amendment, Date Original

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

BETHESDA, MD 20817

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | 3. 4. Securities Acquired (A) Transactionr Disposed of (D) | | | | 5. Amount of Securities | 6. Ownership | 7. Nature of Indirect | |
|------------------------|--------------------------------------|--|--------------------|--------------|------------|-------------------------|--|---|---------------------------------------|
| (Instr. 3) | (intoman Day) Team) | Execution Date, if any (Month/Day/Year) | Code (Instr. 8) | (Instr. 3, 4 | and 5) (A) | | Beneficially Owned Following Reported Transaction(s) | Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) |
| | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | |
| Common Stock | 07/25/2006 | | S | 4,700 | D | \$ 22.33 | 1,499,067 | D | |
| Common Stock | 07/25/2006 | | S | 28,000 | D | \$ 22.34 | 1,471,067 | D | |
| Common Stock | 07/25/2006 | | S | 122,100 | D | \$ 22.35 | 1,348,967 | D | |
| Common Stock | 07/25/2006 | | S | 44,100 | D | \$ 22.36 | 1,304,867 | D | |
| Common Stock | 07/25/2006 | | S | 15,200 | D | \$ 22.37 | 1,289,667 | D | |

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

| Common Stock | 07/25/2006 | S | 23,900 | D | \$ 22.38 | 1,265,767 | D |
|---------------------|------------|---|--------|---|-------------|-----------|---|
| Common Stock | 07/25/2006 | S | 11,900 | D | \$ 22.39 | 1,253,867 | D |
| Common Stock | 07/25/2006 | S | 11,900 | D | \$ 22.4 | 1,241,967 | D |
| Common Stock | 07/25/2006 | S | 50,700 | D | \$ 22.41 | 1,191,267 | D |
| Common Stock | 07/25/2006 | S | 49,800 | D | \$ 22.42 | 1,141,467 | D |
| Common Stock | 07/25/2006 | S | 59,700 | D | \$ 22.43 | 1,081,767 | D |
| Common Stock | 07/25/2006 | S | 22,600 | D | \$ 22.44 | 1,059,167 | D |
| Common Stock | 07/25/2006 | S | 50,900 | D | \$ 22.45 | 1,008,267 | D |
| Common Stock | 07/25/2006 | S | 4,500 | D | \$ 22.48 | 1,003,767 | D |
| Restricted Stock | | | | | | 1,097,735 | D |

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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. Transact Code (Instr. 8) | 5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 5 | ate | Secur | int of rlying | 8. Price of Derivative Security (Instr. 5) | |
|---|---|---|---|--------------------------------------|--|---------------------|--------------------|-------|--|---|--|
| | | | | Code V | 7 (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|-----------|-----------|-------|--|--|--|--|
| ·r· | Director | 10% Owner | Officer | Other | | | | |
| NASSETTA CHRISTOPHER J 6903 ROCKLEDGE DRIVE | X | | President | | | | | |
| SUITE 1500 BETHESDA, MD 20817 | | | and CEO | | | | | |

Signatures

By: Elizabeth A. Abdoo For: Christopher J.
Nassetta
07/26/2006

**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).

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.

Reporting Owners 3