

WALTER W EDWARD
 Form 4
 February 07, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 EDWARD

2. 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 1500
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/05/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

BETHESDA, MD 20817

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Restricted Stock	02/05/2013		J ⁽¹⁾	394,818 A \$ 16.55	811,663	D	
Common Stock					250,993	D	
Common Stock - Other					400,000	I	by LLC ⁽²⁾
Common Stock - Trust					170,000	I	by Daughter

Common Stock - Trust 170,000 I by Son

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

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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. 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 Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Am Num Sha
Non-Qualified Stock Option (right to buy)	\$ 0	02/05/2013		A	85,875	02/05/2013 02/05/2023	Common Stock 85
Non-Qualified Stock Option (right to buy)	\$ 0					12/31/2010 05/14/2019	Common Stock 25
Non-Qualified Stock Option (right to buy)	\$ 0					12/31/2012 01/20/2022	Common Stock 48

Reporting Owners

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

Signatures

By: Elizabeth A. Abdoo For: W. E. Walter 02/07/2013

**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) 1 year Performance Grant eligible for release based on satisfaction of performance objectives for 2013.
- (2) The reporting person is the managing member of this LLC

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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