HOST HOTELS & RESORTS, INC.

Form 4

January 24, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

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)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * HAMILTON JOANNE G.

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Exec. Vice President-HR

6. Individual or Joint/Group Filing(Check

Issuer

HOST HOTELS & RESORTS, INC.

[HST]

3. Date of Earliest Transaction

Director X_ Officer (give title below)

10% Owner Other (specify

> 7. Nature of Indirect

(Month/Day/Year) 6903 ROCKLEDGE DRIVE, SUITE 01/22/2014

(Middle)

(Zip)

1500

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

BETHESDA, MD 20817

Person

Table I - Non-Derivative	Securities Acquired	Disposed of or	Ronoficially Owned
Table I - Non-Derivative	Securities Acquired	. Disbosea of, of	Beneficially Owned

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	es Ac	quired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Dis	posed	of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code (Instr. 3, 4 and 5)		Beneficially	Form: Direct	Beneficial		
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
					(A)		Reported	(Instr. 4)	
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Destricted			Coue v	Amount	(D)				
Restricted	01/22/2014		$A_{(1)}$	33,011	A	\$	63,498	D	
Stock			_	,		19.57	,		
Common									
							28,179	D	
Stock									

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. Transactic Code (Instr. 8)	5. Number on 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 Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Share
Non-Qualified Stock Option (right to buy)	\$ 0	01/22/2014		A	7,249	01/22/2014	01/22/2024	Common Stock	7,2
Non-Qualified Stock Option (right to buy)	\$ 0					12/31/2012	01/20/2022	Common Stock	3,7
Non-Qualified Stock Option (right to buy)	\$ 0					02/05/2013	02/05/2023	Common Stock	6,6

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HAMILTON JOANNE G. 6903 ROCKLEDGE DRIVE

SUITE 1500 Exec. Vice President-HR

BETHESDA, MD 20817

Signatures

By: Elizabeth A. Abdoo For: Joanne G.
Hamilton

01/24/2014

**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 2014.

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.

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