

HOST HOTELS & RESORTS, INC.  
 Form 4  
 February 08, 2016

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
 LARSON GREGORY J

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)  
 02/04/2016

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP and Chief Financial Office

BETHESDA, MD 20817

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

(City) (State) (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. 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	(A) or (D)	Price
Common Stock	02/04/2016		J <sup>(1)</sup>		30,236	A	\$ 14.2
Common Stock	02/04/2016		F		15,327	D	\$ 14.2
Restricted Stock	02/04/2016		A <sup>(2)</sup>		133,696	A	\$ 14.2
Restricted Stock	02/04/2016		J <sup>(1)</sup>		30,236	D	\$ 14.2
Restricted Stock	02/04/2016		J <sup>(3)</sup>		63,256	D	\$ 14.2



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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.