

HOST HOTELS & RESORTS, INC.
Form 4
December 19, 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 *
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

3. Date of Earliest Transaction (Month/Day/Year)
12/16/2016

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

(Street)
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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/16/2016 | | S | | 285,943 | D | \$ 18.9342 |
| Common Stock | 12/16/2016 | | G | | 25,000 | D | \$ 18.9342 |
| Common Stock - Other | 12/16/2016 | | S | | 60,000 | D | \$ 18.9342 |
| Common Stock - Trust | 12/16/2016 | | S | | 30,000 | D | \$ 18.9342 |
| | | | | | 79,420 | D | |
| | | | | | 54,420 | D | |
| | | | | | 0 | I | by LLC |
| | | | | | 0 | I | by Daughter |

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Common Stock - 12/16/2016 S 30,000 D \$ 18.9342 0 I by Son
 Trust
 Restricted Stock 501,362 D

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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 14.2 | | | | | 12/31/2016 | 02/04/2026 | Common Stock | 152,54 |
| Non-Qualified Stock Option (right to buy) | \$ 16.23 | | | | | 12/31/2012 | 01/20/2022 | Common Stock | 48,979 |
| Non-Qualified Stock Option (right to buy) | \$ 16.55 | | | | | 12/31/2013 | 02/05/2023 | Common Stock | 85,875 |
| Non-Qualified Stock Option (right to buy) | \$ 19.57 | | | | | 12/31/2014 | 01/22/2024 | Common Stock | 95,949 |
| Non-Qualified Stock Option (right to buy) | \$ 23.76 | | | | | 12/31/2015 | 01/15/2025 | Common Stock | 86,705 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

WALTER W EDWARD
6903 ROCKLEDGE DRIVE
SUITE 1500
BETHESDA, MD 20817

President & CEO

Signatures

By: Elizabeth A. Abdoo For: W.E.
Walter

12/19/2016

__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.

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