

MARRIOTT RICHARD E
 Form 5
 February 11, 2013

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 MARRIOTT RICHARD E

2. Issuer Name and Ticker or Trading Symbol
 HOST HOTELS & RESORTS, INC.
 [HST]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 _____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chairman of the Board

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2012

6903 ROCKLEDGE DRIVE, SUITE 1500

(Street)

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

6. Individual or Joint/Group Reporting (check applicable line)

BETHESDA, MD 20817

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock - Trust 08	12/14/2012	Â	S	73,499	D	\$ 15.2369	0	I	by Trust
Common Stock - Trust 16	12/14/2012	Â	S	41,452	D	\$ 15.2369	0	I	by Trust
Common Stock	Â	Â	Â	Â	Â	Â	5,740,244.517	D	Â

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Common Stock - Other	Â	Â	Â	Â	Â	Â	1,330,610	I	by Partnership
Common Stock - Retirement Shares	Â	Â	Â	Â	Â	Â	1,838	D	Â
Common Stock - SpTrstee	Â	Â	Â	Â	Â	Â	352,427	I	by Trust
Common Stock - Spouse	Â	Â	Â	Â	Â	Â	76,957	I	by Spouse
Common Stock - Trust 03	Â	Â	Â	Â	Â	Â	140,008	I	by Trust
Common Stock - Trust 04	Â	Â	Â	Â	Â	Â	128,480	I	by Trust
Common Stock - Trust 05	Â	Â	Â	Â	Â	Â	102,427	I	by Trust
Common Stock - Trust 06	Â	Â	Â	Â	Â	Â	139,353	I	by Trust
Common Stock - Trust 09	Â	Â	Â	Â	Â	Â	28,868	I	by Trust
Common Stock - Trust 10	Â	Â	Â	Â	Â	Â	140,058	I	by Trust
Common Stock - Trust 11	Â	Â	Â	Â	Â	Â	78,591	I	by Trust
Common Stock - Trust 12	Â	Â	Â	Â	Â	Â	72,461	I	by Trust
Common Stock - Trust 13	Â	Â	Â	Â	Â	Â	57,768	I	by Trust
Common Stock - Trust 14	Â	Â	Â	Â	Â	Â	78,960	I	by Trust
	Â	Â	Â	Â	Â	Â	16,424	I	by Trust

Common
Stock -
Trust 17

Common
Stock -
Trust 18

^ ^ ^ ^ ^ ^ 78,983 I by Trust

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

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SEC 2270
(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. 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)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARRIOTT RICHARD E 6903 ROCKLEDGE DRIVE SUITE 1500 BETHESDA, MD 20817	^	^	^ Chairman of the Board	^

Signatures

By: Elizabeth A. Abdo For: Richard E. Marriott
Date: 02/11/2013

**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).

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.