

HOST HOTELS &amp; RESORTS, INC.

Form 4

February 10, 2014

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

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

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ABDOO ELIZABETH A

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)  
02/06/2014

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
EVP & General Counsel

(Street)  
BETHESDA, MD 20817

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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                    | 02/06/2014                           |                                                    | J <sup>(1)</sup>               |                                                                   | 46,668 | A          | \$ 18.33 | 344,746                                                                                       | D                                                        |                                                       |
| Common Stock                    | 02/06/2014                           |                                                    | F                              |                                                                   | 23,479 | D          | \$ 18.33 | 321,267                                                                                       | D                                                        |                                                       |
| Restricted Stock                | 02/06/2014                           |                                                    | J <sup>(1)</sup>               |                                                                   | 46,668 | D          | \$ 18.33 | 152,136                                                                                       | D                                                        |                                                       |
| Restricted Stock                | 02/06/2014                           |                                                    | J <sup>(2)</sup>               |                                                                   | 56,989 | D          | \$ 18.33 | 95,147                                                                                        | D                                                        |                                                       |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable<br>Expiration<br>Date                      | Title<br>Amount<br>or<br>Number<br>of Shares                        |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 0                                                               |                                         |                                                             |                                      |                                                                                                                    | 12/31/2012 01/20/2022                                          | Common<br>Stock 12,859                                              |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 0                                                               |                                         |                                                             |                                      |                                                                                                                    | 02/05/2013 02/05/2023                                          | Common<br>Stock 22,546                                              |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 0                                                               |                                         |                                                             |                                      |                                                                                                                    | 01/22/2014 01/22/2024                                          | Common<br>Stock 20,896                                              |

## Reporting Owners

| Reporting Owner Name / Address                                                | Relationships                                                 |
|-------------------------------------------------------------------------------|---------------------------------------------------------------|
| ABDOO ELIZABETH A<br>6903 ROCKLEDGE DRIVE<br>SUITE 1500<br>BETHESDA, MD 20817 | Director 10% Owner Officer Other<br><br>EVP & General Counsel |

## Signatures

Elizabeth A.  
Abdoo 02/06/2014

\_\_Signature of Date  
Reporting Person

## 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) This transaction represents the release of restrictions on shares of restricted stock which vests on a periodic basis, and inclusion of such shares into unrestricted common stock.
- (2) Restricted Stock Shares forfeited due to failure to satisfy 2013 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.  
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