

HOST HOTELS & RESORTS, INC.  
 Form 4  
 February 19, 2015

**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 \*  
**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**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/17/2015**

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

**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)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	02/17/2015		J <sup>(1)</sup>	A	\$ 52,488	273,755	D
Common Stock	02/17/2015		F	D	\$ 26,374	247,381	D
Restricted Stock	02/17/2015		J <sup>(1)</sup>	D	\$ 52,488	119,009	D
Restricted Stock	02/17/2015		J <sup>(2)</sup>	D	\$ 42,659	76,350	D

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 0					12/31/2012 01/20/2022	Common Stock 12,859
Non-Qualified Stock Option (right to buy)	\$ 0					02/05/2013 02/05/2023	Common Stock 22,546
Non-Qualified Stock Option (right to buy)	\$ 0					01/22/2014 01/22/2024	Common Stock 20,896
Non-Qualified Stock Option (right to buy)	\$ 0					12/31/2015 01/15/2025	Common Stock 18,882

## Reporting Owners

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

## Signatures

Elizabeth A. Abdo 02/19/2015

\_\_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) This transaction represents the release of restrictions on shares of restricted stock which vested based on 2014 performance and inclusion of such shares into unrestricted common stock. Shares that did not vest based on performance criteria were forfeited.
- (2) Restricted Stock Shares forfeited due to failure to satisfy 2014 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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