

HOST HOTELS & RESORTS, INC.

Form 4

May 13, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)
05/12/2014

____ Director _____ 10% Owner
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------------------|---|--|-----------------------------------|
| | | | | Code | V Amount (D) Price | | | |
| Common Stock | 05/12/2014 | | M | | 14,372 A \$ 0 | 150,270 | D | |
| Common Stock | 05/12/2014 | | S | | 14,372 D \$ 21.7 | 135,898 | D | |
| Common Stock | 05/12/2014 | | M | | 2,653 A \$ 0 | 138,551 | D | |
| Common Stock | 05/12/2014 | | S | | 2,653 D \$ 21.7 | 135,898 | D | |
| Common Stock | 05/12/2014 | | M | | 25,199 A \$ 0 | 161,097 | D | |

Edgar Filing: HOST HOTELS & RESORTS, INC. - Form 4

| | | | | | | | |
|------------------|------------|---|--------|---|---------|---------|---|
| Common Stock | 05/12/2014 | S | 25,199 | D | \$ 21.7 | 135,898 | D |
| Restricted Stock | | | | | | 116,503 | 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 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 Security (Instr. 3 and 4) | Am or Num of S |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Non-Qualified Stock Option (right to buy) | \$ 0 | 05/12/2014 | | M | 14,372 | 12/31/2012 01/20/2022 | Common Stock | 14 |
| Non-Qualified Stock Option (right to buy) | \$ 0 | 05/12/2014 | | M | 25,199 | 02/05/2013 02/05/2023 | Common Stock | 25 |
| Non-Qualified Stock Option (right to buy) | \$ 0 | 05/12/2014 | | M | 2,653 | 06/14/2013 06/14/2023 | Common Stock | 2, |
| Non-Qualified Stock Option (right to buy) | \$ 0 | | | | | 01/22/2014 01/22/2024 | Common Stock | 25 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LARSON GREGORY J
6903 ROCKLEDGE DRIVE
SUITE 1500
BETHESDA, MD 20817

EVP and Chief Financial Office

Signatures

By: Elizabeth A. Abdoo For: Gregory J.
Larson

05/13/2014

__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.

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.