

TYRRELL NATHAN S

Form 4

February 12, 2018

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
TYRRELL NATHAN S

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)
3751 JENIFER ST NW
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/08/2018

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Exec. VP, Investments

WASHINGTON, DC 20015

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/08/2018		A ⁽¹⁾	V Amount (A) or (D) Price 34,491 A \$ 18.75	95,575	D	
Common Stock	02/08/2018		F	16,815 D \$ 18.75	78,760	D	
Common Stock	02/08/2018		A ⁽²⁾	22,511 A \$ 18.75	101,271	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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					12/31/2014	01/22/2024	Common Stock	5,480
Non-Qualified Stock Option (right to buy)	\$ 0					12/31/2015	01/15/2025	Common Stock	6,069
Non-Qualified Stock Option (right to buy)	\$ 0					12/31/2015	04/15/2025	Common Stock	817

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
TYRRELL NATHAN S 3751 JENIFER ST NW WASHINGTON, DC 20015	Exec. VP, Investments

Signatures

By: Elizabeth A. Abdoo For: Nathan S.
Tyrrell 02/12/2018

__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) On February 13, 2017, the reporting person was granted an award of restricted stock units, which vest in the form of common stock based upon the Issuer's (i) performance against certain strategic objective goals and (ii) total shareholder return (TSR) as compared to the Relative Lodging TSR, Relative NAREIT TSR, and Relative S&P 500 TSR. On February 8, 2018, the Compensation Committee of the

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Issuer's Board of Directors determined that a portion of the performance goals had been met, resulting in the vesting of these shares.

- (2) These shares represent restricted stock units which vest in three equal annual installments beginning on the first anniversary of the grant date and will be settled in shares of the Issuer's common stock.

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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