

MARRIOTT RICHARD E  
 Form 4  
 December 18, 2012

**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 \*  
 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)

(Last) (First) (Middle)  
 6903 ROCKLEDGE DRIVE, SUITE 1500

3. Date of Earliest Transaction (Month/Day/Year)  
 12/17/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chairman of the Board

(Street)  
 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock - SpTrustee	12/17/2012		S	35,000 D \$ 15.3217	371,575	I	by Trust
Common Stock					5,740,244.517	D	
Common Stock - Other					1,330,610	I	by Partnership
Common Stock - Retirement					1,838	D	

Edgar Filing: MARRIOTT RICHARD E - Form 4

Shares			
Common Stock - Spouse	76,957	I	by Spouse
Common Stock - Trust 03	140,008	I	by Trust
Common Stock - Trust 04	128,480	I	by Trust
Common Stock - Trust 05	102,427	I	by Trust
Common Stock - Trust 06	139,353	I	by Trust
Common Stock - Trust 08	73,499	I	by Trust
Common Stock - Trust 09	28,868	I	by Trust
Common Stock - Trust 10	140,058	I	by Trust
Common Stock - Trust 11	78,591	I	by Trust
Common Stock - Trust 12	72,461	I	by Trust
Common Stock - Trust 13	57,768	I	by Trust
Common Stock - Trust 14	78,960	I	by Trust
Common Stock - Trust 16	41,452	I	by Trust
Common Stock - Trust 17	16,424	I	by Trust

