

WALTER W EDWARD  
Form 4  
February 08, 2013

**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 \*  
WALTER W EDWARD

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)  
02/06/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 02/06/2013                           |  | J <sup>(1)</sup>               |   | 163,675   | A  | \$ 16.52  |
| Common Stock                    | 02/06/2013                           |  | F                              |   | 81,963  | D  | \$ 16.52  |
| Restricted Stock                | 02/06/2013                           |  | J <sup>(1)</sup>               |   | 163,675   | D  | \$ 16.52  |
| Restricted Stock                | 02/06/2013                           |  | J <sup>(2)</sup>               |   | 253,170   | D  | \$ 16.52  |
| Common Stock -                  |                                      |  |                                |   |   |  | 400,000   |
|                                 |                                      |  |                                |   |   | I  | by LLC <sup>(3)</sup>                                 |

Other

|                            |         |   |                |
|----------------------------|---------|---|----------------|
| Common<br>Stock -<br>Trust | 170,000 | I | by<br>Daughter |
|----------------------------|---------|---|----------------|

|                            |         |   |        |
|----------------------------|---------|---|--------|
| Common<br>Stock -<br>Trust | 170,000 | I | by Son |
|----------------------------|---------|---|--------|

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  | Expiration<br>Date  | Title           | Amount<br>Number<br>Shares |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 0   |   |   |                                      |  | 12/31/2010   | 05/14/2019  | Common<br>Stock | 251,15                     |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 0   |   |   |                                      |  | 12/31/2012   | 01/20/2022  | Common<br>Stock | 48,979                     |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 0   |   |   |                                      |  | 02/05/2013   | 02/05/2023  | Common<br>Stock | 85,875                     |

## Reporting Owners

| Reporting Owner Name / Address                        | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| WALTER W EDWARD<br>6903 ROCKLEDGE DRIVE<br>SUITE 1500 | X             |           | President & CEO |       |

BETHESDA, MD 20817

## Signatures

By: Elizabeth A. Abdoo For: W.E.  
Walter

02/08/2013

\_\_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 vests on a periodic basis, and inclusion of such shares into unrestricted common stock.
- (2) Restricted Stock Shares forfeited due to failure to satisfy 2012 performance measures.
- (3) The reporting person is the managing member of this LLC

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.