Edgar Filing: Brittain Willard Woodson JR - Form 4

Brittain Willard W Form 4 October 19, 2011	oodson JR							
FORM 4	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					OMB AP OMB Number:	PROVAL 3235-0287	
<i>See</i> Instruction 1(b).	Washington, D.C. 20549 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						Expires:January 31Expires:2005Estimated averageburden hours perresponse0.5	
(Print or Type Respons 1. Name and Address Brittain Willard W	of Reporting Person *	2. Issuer Name an Symbol HOST HOTELS [HST]			5. Relationship of F Issuer (Check	Reporting Pers		
	irst) (Middle) GE DRIVE, SUITE	3. Date of Earliest 7 (Month/Day/Year) 10/17/2011	Fransaction	-	_X_ Director Officer (give ti below)		Owner r (specify	
(St BETHESDA, MD	4. If Amendment, D Filed(Month/Day/Yea	I(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
	ate) (Zip)				Person			
1.Title of 2. Tran	saction Date 2A. Deem h/Day/Year) Execution any	ned 3. 1 Date, if Transaction	4. Securities Ac our Disposed of (Instr. 3, 4 and	cquired (A) (D)	ired, Disposed of, 5. Amount of Securities Beneficially Owned Following Reported	or Beneficiall 6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock 11/22 Common Stock (1)	/2010	Code V D	(A) or Amount (D) 9,800 D	Price \$ 22.0155	Reported Transaction(s) (Instr. 3 and 4) 1,446 (2) 90,000	(I) (Instr. 4) D		

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

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 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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Pitts Gregory C. 3120 BRECKINRIDGE BLVD. DULUTH, GA 30099			Executive VP and COO				
Signatures							
/s/ Stacev K. Geer. attornev							

Date

in fact 11/23/2010

<u>**</u>Signature of Reporting Person

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).

Represents a restricted stock award granted under the Issuer's 2010 Omnibus Incentive Plan in connection with the Issuer's initial public(1) offering. The restricted stock vests in three equal annual installments on each of the first, second and third anniversary of the date of grant.

(2) An aggregate of 696 shares were withheld to cover taxes due when the shares vested in July 2010.

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. >