

HOST HOTELS & RESORTS, INC.
Form 4
March 16, 2017

FORM 4

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

OMB APPROVAL

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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 *
HAMILTON JOANNE G.

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)
03/15/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Human Resources

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 | 03/15/2017 | | M | | | | | \$ 18,2492 | 61,358 | D | |
| Common Stock | 03/15/2017 | | S | | | | | \$ 18,2492 | 46,104 | D | |

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

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(9-02)

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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. 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Non-Qualified Stock Option (right to buy) | \$ 0 | 03/15/2017 | | M | 15,254 | 12/31/2016 | 02/04/2026 | Common Stock | 15,254 |
| Non-Qualified Stock Option (right to buy) | \$ 0 | | | | | 12/31/2012 | 01/20/2022 | Common Stock | 3,000 |
| Non-Qualified Stock Option (right to buy) | \$ 0 | | | | | 02/05/2013 | 02/05/2023 | Common Stock | 6,000 |
| Non-Qualified Stock Option (right to buy) | \$ 0 | | | | | 01/22/2014 | 01/22/2024 | Common Stock | 7,000 |
| Non-Qualified Stock Option (right to buy) | \$ 0 | | | | | 12/31/2015 | 01/15/2025 | Common Stock | 6,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HAMILTON JOANNE G. 6903 ROCKLEDGE DRIVE SUITE 1500 BETHESDA, MD 20817 | | | EVP, Human Resources | |

Signatures

By: Elizabeth A. Abdo For: Joanne G. Hamilton 03/16/2017

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.

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