

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>LARSON GREGORY J</u> (Last) (First) (Middle) 6903 ROCKLEDGE DRIVE SUITE 1500 (Street) BETHESDA MD 20817 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HOST HOTELS & RESORTS, INC. [HST]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP and Chief Financial Office</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/12/2014</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	05/12/2014		M		14,372	A	\$0.0	150,270	D	
Common Stock	05/12/2014		S		14,372	D	\$21.7	135,898	D	
Common Stock	05/12/2014		M		2,653	A	\$0.0	138,551	D	
Common Stock	05/12/2014		S		2,653	D	\$21.7	135,898	D	
Common Stock	05/12/2014		M		25,199	A	\$0.0	161,097	D	
Common Stock	05/12/2014		S		25,199	D	\$21.7	135,898	D	
Restricted Stock								116,503	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Non-Qualified Stock Option (right to buy)	\$0.0	05/12/2014		M		14,372		12/31/2012	01/20/2022	Common Stock	14,372	\$21.7	0	D	
Non-Qualified Stock Option (right to buy)	\$0.0	05/12/2014		M		25,199		02/05/2013	02/05/2023	Common Stock	25,199	\$21.7	0	D	
Non-Qualified Stock Option (right to buy)	\$0.0	05/12/2014		M		2,653		06/14/2013	06/14/2023	Common Stock	2,653	\$21.7	0	D	
Non-Qualified Stock Option (right to buy)	\$0.0							01/22/2014	01/22/2024	Common Stock	25,586		25,586	D	

Explanation of Responses:

By: Elizabeth A. Abdo For: Gregory J. Larson 05/13/2014

** Signature of Reporting Person Date

* 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.

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 Number.