

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	
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1. Name and Address of Reporting Person * <u>WALTER W EDWARD</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) President & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 02/03/2011	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	02/03/2011		J ⁽¹⁾		492,071	A	\$18.96	1,197,830	D	
Common Stock	02/03/2011		F		217,545	D	\$18.96	980,285	D	
Restricted Stock	02/03/2011		J ⁽¹⁾		492,071	D	\$18.96	961,345	D	
Restricted Stock	02/03/2011		J		0	A	\$0	961,345 ⁽²⁾	D	
Restricted Stock	02/03/2011		J ⁽³⁾		77,230	D	\$0	884,115	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					
Non-Qualified Stock Option (right to buy)	\$0	02/03/2011		J		0		12/31/2010	05/14/2019	Common Stock	0	251,153 ⁽⁴⁾	D	
Non-Qualified Stock Option (right to buy)	\$0							12/31/2009	02/05/2019	Common Stock	122,935	122,935	D	

Explanation of Responses:

- This transaction represents the release of restrictions on shares of restricted stock from the 2009 Performance Grant which vest based on performance objectives, and the inclusion of such shares into unrestricted common stock
- The total amount of restricted stock beneficially owned includes 26,867 restricted stock shares representing an equitable adjustment because of the Company's elective stock dividend in December 2009.
- These shares represent the forfeiture of restricted stock under the Comprehensive Stock Plan for the performance year 2010.
- The total number of Non-Qualified Stock Options beneficially owned includes 5,284 shares issuable upon exercise of options resulting from an anti-dilution adjustment because of the Company's elective stock dividend in December 2009.

By: Elizabeth A. Abdoo For: W. Edward Walter 02/07/2011

** Signature of Reporting Person Date

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

* 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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