

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person * <u>HAMILTON JOANNE G.</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 &amp; 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>Exec. Vice President-HR</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/04/2016	
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	02/04/2016		J <sup>(1)</sup>		8,677	A	\$14.2	52,510	D	
Common Stock	02/04/2016		F		4,617	D	\$14.2	47,893	D	
Restricted Stock	02/04/2016		A <sup>(2)</sup>		50,136	A	\$14.2	76,626	D	
Restricted Stock	02/04/2016		J <sup>(1)</sup>		8,677	D	\$14.2	67,949	D	
Restricted Stock	02/04/2016		J <sup>(3)</sup>		17,813	D	\$14.2	50,136	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
Incentive Stock Option (right to buy)	\$0.0	02/04/2016		A		15,254		12/31/2016	02/04/2026	Common Stock	15,254	\$14.2	15,254	D	
Non-Qualified Stock Option (right to buy)	\$0.0							12/31/2012	01/20/2022	Common Stock	3,782		3,782	D	
Non-Qualified Stock Option (right to buy)	\$0.0							02/05/2013	02/05/2023	Common Stock	6,631		6,631	D	
Non-Qualified Stock Option (right to buy)	\$0.0							01/22/2014	01/22/2024	Common Stock	7,249		7,249	D	
Non-Qualified Stock Option (right to buy)	\$0.0							12/31/2015	01/15/2025	Common Stock	6,551		6,551	D	

Explanation of Responses:

- This transaction represents the release of restrictions on shares of restricted stock which vested based on 2015 performance and inclusion of such shares into unrestricted common stock. Shares that did not vest based on performance criteria were forfeited.
- 1 year Performance Grant eligible for release based on satisfaction of performance objectives for 2016.
- Restricted Stock Shares forfeited due to failure to satisfy 2015 performance measures.

By: Elizabeth A. Abdo For: 02/08/2016  
Joanne G. Hamilton

\*\* 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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