SEC Form 4

FORM 4

subiect

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

	Check this box if no longer subjet to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Ferson			2. Issuer Name and Ticker or Trading Symbol HOST HOTELS & RESORTS, INC. [HST	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
<u>RISOLEO JAMES F</u>				X	Director	10% Owner		
(Last)	(First)	(Middle)	1	X	Officer (give title below)	Other (specify below)		
4747 BETHESDA AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 02/08/2021	President and CEO				
SUITE 1300								
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filing	(Check Applicable		
BETHESDA	MD	20814		X	Form filed by One Repo	rting Person		
					Form filed by More than Person	One Reporting		
(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)	r) 2A. Deemed 3. Execution Date, if any (Month/Day/Year) 8)						5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	02/08/2021		A		360,684 ⁽¹⁾	Α	\$0.0	1,387,867	D	
Common Stock	02/08/2021		F		160,383	D	\$14.13	1,227,484	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transa Code (8)		of Ex		6. Date Exerc Expiration Da (Month/Day/Y	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	Amount or Number of Shares				

Explanation of Responses:

1. On February 4, 2021, the Compensation Policy Committee of the Issuer's Board of Directors determined that a portion of the performance goals for previously granted restricted stock units had been met, resulting in the vesting of these shares in the form of common stock on February 8, 2021. The underlying grants were as follows: (1) on February 8, 2018, the reporting person was granted an award of restricted stock units which vest based on the Issuer's total stockholder return (TSR) as compared to the Relative Lodging TSR, Relative NAREIT TSR, and Relative S&P 500 TSR; and (2) on May 15, 2020, the reporting person was granted an award of restricted stock units which vest based on the Issuer's performance against certain strategic objectives.

By: /s/ William K. Kelso For:

James F. Risoleo

02/08/2021

** 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.

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.