| SEC I | Form 4 |
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## FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| STATEMENT | <b>OF CHANGES</b> | IN BENEFICIAL | <b>OWNERSHIP</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 <sup>*</sup><br>Bair Sheila Colleen |         |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br>HOST HOTELS & RESORTS, INC. [HST] |   | ionship of Reporting Person<br>all applicable)<br>Director       | (s) to Issuer<br>10% Owner |
|---|---------|----------|---|---|--|----------------------------|
| 6903 ROCKLEDGE DRIVE<br>SUITE 1500  |         | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>07/15/2019                          |   | Officer (give title below)                                       | Other (specify below)      |
|   |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                | 6. Individual or Joint/Group Filing (Check Applicable |  |                            |
| (Street)<br>BETHESDA  | MD      | 20817    |   | Line)<br>X  | Form filed by One Reporti<br>Form filed by More than C<br>Person | ·                          |
| (City)  | (State) | (Zip)    |   |   |  |                            |

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | Execution Date, Transaction f any Code (Instr. |   | 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 and 5) |               |       | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following | (D) or Indirect | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership |
|---------------------------------|--|--|---|--|---------------|-------|---|-----------------|---|
|                                 |  | Code   | v | Amount   | (A) or<br>(D) | Price | Reported<br>Transaction(s)<br>(Instr. 3 and 4)                |                 | (Instr. 4)  |

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | Derivative |     | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|------------------------------|---|------------|-----|--|--------------------|--|----------------------------------|---|--|--|--|
|   |   |  |   | Code                         | v | (A)        | (D) | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |   | (Instr. 4)   |  |  |
| Deferred<br>Stock<br>Units Div.<br>Equiv.<br>Rights | (1)   | 07/15/2019                                 |   | A                            |   | 612.7356   |     | (2)  | (2)                | Common<br>Stock  | 612.7356                         | \$0.0   | 7,615.8573   | D  |  |

## Explanation of Responses:

1. Each dividend equivalent right represents the right to receive one share of common stock of the Issuer.

2. The dividend equivalent rights accrued on deferred stock units held by the reporting person and will be settled in shares of the Issuer's common stock on a date selected by the reporting person pursuant to the Issuer's Non-Employee Directors' Deferred Stock Compensation Plan (the "Plan").

<u>By: William K. Kelso For:</u> Sheila Colleen Bair

07/17/2019

\*\* Signature of Reporting Person

Date

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

 $\ast$  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.