

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) 02/17/2015	
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	02/17/2015		J ⁽¹⁾		239,194	A	\$23.56	490,762	D	
Common Stock	02/17/2015		F		119,819	D	\$23.56	370,943	D	
Restricted Stock	02/17/2015		J ⁽¹⁾		239,194	D	\$23.56	548,293	D	
Restricted Stock	02/17/2015		J ⁽²⁾		197,701	D	\$23.56	350,592	D	
Common Stock - Other								60,000	I	by LLC
Common Stock - Trust								60,000	I	by Daughter
Common Stock - Trust								60,000	I	by Son

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	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$0.0							12/31/2012	01/20/2022	Common Stock	48,979		48,979	D	
Non-Qualified Stock Option (right to buy)	\$0.0							02/05/2013	02/05/2023	Common Stock	85,875		85,875	D	
Non-Qualified Stock Option (right to buy)	\$0.0							01/22/2014	01/22/2024	Common Stock	95,949		95,949	D	
Non-Qualified Stock Option (right to buy)	\$0.0							12/31/2015	01/15/2025	Common Stock	86,705		86,705	D	

Explanation of Responses:

1. This transaction represents the release of restrictions on shares of restricted stock which vested based on 2014 performance and inclusion of such shares into unrestricted common stock. Shares that did not vest based on performance criteria were forfeited.

2. Restricted Stock Shares forfeited due to failure to satisfy 2014 performance measures.

By: Elizabeth A. Abdo For: 02/19/2015
W.E. Walter

** 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.