

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>MATHRANI SANDEEP</u> (Last) (First) (Middle) 4747 BETHESDA AVENUE SUITE 1300 (Street) BETHESDA MD 20814 (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/15/2020	
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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				
Deferred Stock Units	(1)	05/15/2020		A		7,238.8831 ⁽²⁾		(3)	(3)	Common Stock	7,238.8831	\$0.0	27,879.5251	D	
Deferred Stock Units	(1)	05/15/2020		A		13,916.5009 ⁽⁴⁾		(3)	(3)	Common Stock	13,916.5009	\$0.0	41,796.026	D	
Deferred Stock Units Div. Equiv. Rights	(1)	05/15/2020		A		79.9735 ⁽²⁾		(3)	(3)	Common Stock	79.9735	\$0.0	3,528.8367	D	
Phantom Stock	(5)	05/15/2020		D			7,238.8831 ⁽²⁾	(5)	(5)	Common Stock	7,238.8831	\$0.0	79.9735	D	
Phantom Stock	(5)	05/15/2020		D			79.9735 ⁽²⁾	(5)	(5)	Common Stock	79.9735	\$0.0	0	D	

Explanation of Responses:

- Each deferred stock unit represents the right to receive one share of common stock of the Issuer.
- The deferred stock units were issued in exchange for previously granted phantom stock.
- The deferred stock units are fully vested and will be settled in shares of the Issuer's common stock on a date selected by the reporting person pursuant to the Host Hotels & Resorts, Inc.'s Non-Employee Directors' Deferred Stock Compensation Plan.
- The deferred stock units were granted to the director in lieu of an annual stock award.
- Each share of phantom stock is the economic equivalent of one share of common stock of the Issuer and will be settled in cash on a date selected by the reporting person.

By: /s/ William K. Kelso For: Sandeep L. Mathrani 05/19/2020

** 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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