

OMB APPROVAL	
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Aslaksen Julie P</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 &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>EVP, General Counsel &amp; Sec.</u>
	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			
Common Stock	05/15/2020		A		23,791 <sup>(1)</sup>	A	\$0.0	23,791	D	
Common Stock	05/15/2020		A		31,731 <sup>(2)</sup>	A	\$0.0	55,522	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				
Phantom Stock	(3)	05/15/2020		D		23,791 <sup>(1)</sup>	(3)	(3)	Common Stock	23,791	\$0.0	0	D	

**Explanation of Responses:**

- The restricted stock units were issued in exchange for previously granted phantom stock with equivalent vesting terms.
- These shares represent restricted stock units which vest in three equal annual installments and will be settled in shares of the Issuer's common stock. On March 4, 2020, the Issuer approved a formula for determining the number of restricted stock units to be granted, subject to stockholder approval of our 2020 Comprehensive Stock and Cash Incentive Plan at our 2020 annual meeting, which formula divided a dollar value by the average of the closing prices of the Issuer's common stock on the New York Stock Exchange for the 60 calendar days up to and including the May 15, 2020 annual meeting date.
- Each share of phantom stock is the economic equivalent of one share of common stock. The phantom stock vests in three equal annual installments beginning on the first anniversary of the November 14, 2019 grant date.

By: /s/ William K. Kelso For: 05/19/2020  
Julie P. Aslaksen

\*\* 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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