## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

					or Sec	tion 30	O(h) of the	Investm	ent C	company Act	of 1940									
1. Name and Address of Reporting Person*  WALTER W EDWARD														5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director 10% Owner						
(Last) (First) (Middle) 6903 ROCKLEDGE DRIVE SUITE 1500					3. Date of Earliest Transaction (Month/Day/Year) 09/12/2013										X Officer (give title Other (specify below)  President & CEO					
	MD 20817				Line)  X Form filed by One Reporting										rting Persor	ı				
(5			D	.:	6		:4: 0-		J D:		f av Da	6: . :	- II 4	O						
1. Title of Security (Instr. 3) 2. Tra				2. Transaction Date		n 2A. Deemed Execution Date,		3.		4. Securitie	s Acquired	(A) or		5. Amour Securitie Beneficia Owned F	s Illy ollowing	Form (D) or	: Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
								Code	v	Amount	(A) or (D)	Price		Transaction(s) (Instr. 3 and 4)				,,		
Common Stock				09/12/2013		3		M		126,153	A A	\$(	0.0	358	,858		D			
Common Stock				09/12/2013				S		126,153	D	\$18.	0201	232	,705		D			
Common Stock - Other														400	,000			by LLC <sup>(1)</sup>		
Common Stock - Trust														120	,000			by Daughter		
Common Stock - Trust														120,000			I	by Son		
Restricted Stock														394,818			D			
		Table II												wned						
2. Conversion or Exercise Price of Derivative Security	Date Execution (Month/Day/Year) if any		ed Date,	4. Transa	i. Transaction Code (Instr.		5. Number of Derivative		Exerci	isable and	7. Title and Amou of Securities Underlying		nt 8	Derivative Security	derivative Securities Beneficia Owned Following Reported	e s ally g	Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	(A)	(D)	Date Exercis	able	Expiration Date	Title	or Numb	er		(Instr. 4)	ion(s)				
\$0.0	09/12/2013			M			126,153	12/31/2	2011	05/14/2019	Common Stock	126,1	153	\$18.0201	0		D			
\$0.0								12/31/2	2012	01/20/2022	Common Stock	48,9	79		48,97	79	D			
\$0.0								02/05/2	2013	02/05/2023	Common Stock	85,8	75		85,87	75	D			
	(FOCKLEDGE 500)  SDA M  (SSECURITY (Inst.)  Stock  Stock - Oth  Stock - True  Stock - True  I Stock  2. Conversion on Exercise Price of Derivative Security  \$0.0	(First) (CKLEDGE DRIVE 500  SDA MD (State)  Ta Security (Instr. 3)  Stock Stock Stock - Other Stock - Trust I Stock  2. Conversion or Exercise Price of Derivative Security  \$0.0 09/12/2013	(First) (Middle) CKLEDGE DRIVE 500  SDA MD 20817  (State) (Zip)  Table I - No Security (Instr. 3)  Stock Stock Stock Stock - Other Stock - Trust 1 Stock  2. Conversion or Exercise Price of Derivative Security (Month/Day/Year)  \$0.0 09/12/2013	(First) (Middle)  CKLEDGE DRIVE  500  SDA MD 20817  Table I - Non-Det  Security (Instr. 3) 2. Trans Date (Month/  Stock 09/12  Stock - Other  Stock - Trust  Stock - Trust	Address of Reporting Person*  ER W EDWARD  (First) (Middle)  CKLEDGE DRIVE  500  Table I - Non-Derivatir  Security (Instr. 3)  Stock  O9/12/2013  Stock - Other  Stock - Trust  Stock - Trust  Stock - Trust  1 Stock  Table II - Derivative (e.g., puts)  Conversion or Exercise Price of Date (Month/Day/Year)  Price of Derivative Security  Stock  O9/12/2013  A. Deemed Execution Date, if any (Month/Day/Year)  Stock - Stock - Stock ode I Stock  Table II - Derivative (e.g., puts)  Code  \$0.0  O9/12/2013  A. Deemed Execution Date, if any (Month/Day/Year)  Code  \$0.0  O9/12/2013  M  \$0.0	Address of Reporting Person*  (First) (Middle)  (Kister) (Middle)  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  Stock 09/12/2013  Stock 09/12/2013  Stock - Other  Stock - Trust  Stock - Trust  Stock - Trust  Stock Trust  Stock Trust  Stock Trust  Stock - Trust  Stock - Other  2. Transaction (Month/Day/Year)  Stock - Other  Stock - Other  Stock - Trust  Stock - Tr	Address of Reporting Person*  (First) (Middle)  CKLEDGE DRIVE  500  Table I - Non-Derivative Security (Instr. 3)  Stock 09/12/2013  Stock 09/12/2013  Stock - Other  Stock - Trust  Stock - Trust  1 Stock  Table II - Derivative Security (e.g., puts, calls, we should be privative Security (Month/Day/Year) Price of Date (Month/Day/Year) Price of Date (Month/Day/Year) Price of Executity (Month/Day/Year)  2. Table II - Derivative Security (e.g., puts, calls, we should be privative Security (Month/Day/Year) And the privative Security (e.g., puts, calls, we should be privative Security (e.g.	Address of Reporting Person  (First) (Middle)  CKLEDGE DRIVE  500  Table I - Non-Derivative Securities Acquired (Aprile 20, puts, calls, warrants  Stock - Other  Stock - Trust  Stock - Trust  1 Stock  Table II - Derivative Securities Acquired (Aprile 20, puts, calls, warrants  2 Code (Nonth/Day/Year)  Stock - Trust  Sto	CKLEDGE DRIVE   CState   C2ip   CState   C3   CState   C	Address of Reporting Person*  CKLEDGE DRIVE  500  Table I - Non-Derivative Securities Acquired, Diate (Instr. 3)  Stock	Code   Conversion   Code   Conversion   Code   Co	HOST HOTELS & RESORTS, INC. [HS]	2. Issuer Name and Ticker or Trading Symbol   HOST HOTELS & RESORTS. INC. [ HST ]	2.	2   Super Name and Ticker or Trading Symbol   HOST HOTELS & RESORTS, INC. [ HST ]   S. Relationship of Chicket all applied (First)   (Middle)   (Middle)	2	Address of Reporting Person   CRICATION   CRITATION   CRITATION	2		

## **Explanation of Responses:**

1. The reporting person is the managing member of this LLC  $\,$ 

By: Elizabeth A. Abdoo For: W.E. Walter

09/16/2013

\*\* Signature of Reporting Person

Date

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

- $^{\star}$  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.