SEC Form 4

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 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

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
TYRRELL NATHAN S	HOST HOTELS & RESORTS, INC. [HST]	Director 10% Owner X Officer (give title below) Other (specify below) MD, Investments, East Coast

(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/08/2017	
3751 JENIFER ST NW		

(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
WASHINGTON DC 20015		X Form filed by One Reporting Person Form filed by More than One Reporting Person
(City) (State) (Zip)		

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	02/08/2017		J[(1)]		16,336	A	$18.33	64,774	D	
Common Stock	02/08/2017		F		7,733	D	$18.33	57,041	D	
Restricted Stock	02/08/2017		J[(1)]		16,336	D	$18.33	40,485	D	
Restricted Stock	02/08/2017		J[(2)]		40,485	D	$18.33	0	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	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	$0.0							12/31/2014	01/22/2024	Common Stock	5,480		5,480	D	
Non-Qualified Stock Option (right to buy)	$0.0							12/31/2015	01/15/2025	Common Stock	6,069		6,069	D	
Non-Qualified Stock Option (right to buy)	$0.0							12/31/2015	04/15/2025	Common Stock	817		817	D	
Non-Qualified Stock Option (right to buy)	$0.0							12/31/2016	02/04/2026	Common Stock	17,288		17,288	D	

Explanation of Responses:

1. This transaction represents the release of restrictions on shares of restricted stock which vested based on 2016 performance and inclusion of such shares into unrestricted common stock. Shares that did not vest based on performance criteria were forfeited.

2. This transaction represents the forfeiture of the restricted stock shares under the Comprehensive Stock Plan program for the performance year 2016.

By: Elizabeth A. Abdoo For: Nathan S. Tyrrell   02/10/2017

** 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.