SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subje	ect to
	0110
Section 16. Form 4 or Form 5	
obligations may continue. See	
Instruction 1(b).	

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

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1	ress of Reporting Pe		2. Issuer Name and Ticker or Trading Symbol HOST HOTELS & RESORTS, INC. [HST]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
KOROLOGOS ANN MCLAUGHLIN				X	Director	10% Owner		
				-	Officer (give title	Other (specify		
(Last)	(First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year) 12/18/2009		below)	below)		
6903 ROCKL	EDGE DRIVE							
SUITE 1500								
SUITE 1500			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	ividual or Joint/Group Filing (Check Applicable			
(Street)				X	Form filed by One Re	porting Person		
BETHESDA	MD	20817	_		Form filed by More th Person	an One Reporting		
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3) 2. Transaction Date 24. Deemed 3. 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)							5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
	(Month/Day/Year)	if any (Month/Day/Year)	Code (8)		Disposed Of (D) (instr. 3, 4 and 5)		Beneficially Owned Following Reported	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150. 4)
Restricted-Annual Director Stock Award	12/18/2009		J ⁽¹⁾		97.3044	A	\$11.145	43,475.6086	D	
Restricted-Special One Time Award	12/18/2009		J ⁽¹⁾		28.4564	A	\$11.145	12,714.3471	D	
Common Stock								1,087	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. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/Y	ate	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- Employee Director Def. Stock Units	\$0	12/18/2009		J ⁽¹⁾		5.4408		12/18/2009	12/31/2015	Common Stock	5.4408	\$11.145	2,430.9612	D	

Explanation of Responses:

1. Pursuant to the Non-Employee Directors' Deferred Stock Compensation Plan, reporting person is required to reinvest cash dividends in shares of additional Host Hotels & Resort's common stock.

By: Elizabeth A. Abdoo For: 12/22/2009 Ann McLaughlin Korologos

** 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.