

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>WAGONER PAMELA K</u>  (Last) (First) (Middle) 6903 ROCKLEDGE DRIVE SUITE 1500  (Street) BETHESDA MD 20817  (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 Officer (give title below) Other (specify below) X Senior Vice President
	3. Date of Earliest Transaction (Month/Day/Year) 05/05/2006	
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/05/2006		M		6,250	A	\$7.6	29,449	D	
Common Stock	05/05/2006		M		2,750	A	\$7.095	32,199	D	
Common Stock	05/05/2006		M		7,314	A	\$8.24	39,513	D	
Common Stock	05/05/2006		S		6,250	D	\$21.4	33,263	D	
Common Stock	05/05/2006		S		2,750	D	\$21.4	30,513	D	
Common Stock	05/05/2006		S		7,314	D	\$21.4	23,199	D	
Deferred Bonus Stock Award								1,125	D	
Restricted Stock								71,015	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
Non-Qualified Stock Option (right to buy)	\$7.095	05/05/2006		M			2,750	11/02/2001	11/02/2016	Common Stock	2,750	\$21.4	0	D	
Non-Qualified Stock Option (right to buy)	\$7.6	05/05/2006		M			6,250	10/08/2001	10/08/2016	Common Stock	6,250	\$21.4	0	D	
Non-Qualified Stock Option (right to buy)	\$8.24	05/05/2006		M			7,314	11/01/2002	11/01/2017	Common Stock	7,314	\$21.4	7,314	D	

Explanation of Responses:

By: Elizabeth A. Abdoo For: Pamela K. Wagoner 05/09/2006

\*\* 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.**