FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**OMB APPROVAL** OMB Number: Estimated average burden hours per response: 0.5

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

1. Name and Address of Reporting Person*  ROBERTSON STRUAN BRYER						2. Issuer Name and Ticker or Trading Symbol HOST HOTELS & RESORTS, INC. [ HST ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) 5801 WA	(First) (Middle) VARWICK PLACE					3. Date of Earliest Transaction (Month/Day/Year) 05/15/2015								_ 2	X Officer (give title below) Other (specify below)  Exec. Vice President & CIO					
(Street) CHEVY CHASE MD 20815					4.	4. If Amendment, Date of Original Filed (Month/Day/Year)									) <mark>X</mark> Form f	ridual or Joint/Group Filing (Check Applica Form filed by One Reporting Person Form filed by More than One Reporting			n	
(City) (State) (Zip)															Persor	1				
Table I - Non-Deriva  1. Title of Security (Instr. 3)  2. Transa Date (Month/D							2A. Deemed Execution Date, if any (Month/Day/Year)		3. Trans	3. 4. Secu Transaction Dispos Code (Instr. 5)		of, or Benefic rities Acquired (A) o ed Of (D) (Instr. 3, 4		(A) or	5. Amou Securitie Benefici	nt of es ally Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code	· v	Amount	(A (D	) or )	Price	Transact (Instr. 3	tion(s)			(111501.4)	
Common Stock				05/1	/15/2015				J <sup>(1)</sup>	┸	58,43	81	A \$20.		139	139,048		D		
					15/2015				F J(1)	╀	29,27			\$20.6		109,772		D		
Restricted Stock 05/15/											58,43			\$20.6		58,432		D		
Restricted Stock 05/15/												58,432 D		\$20.6		0		D		
		•	Table II -								osed of converti				Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution I if any (Month/Day	Date,	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable at Expiration Date (Month/Day/Year)		te	d 7. Title and Am of Securities Underlying Derivative Sect (Instr. 3 and 4)		curity	8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficial Owned Following Reported Transactic (Instr. 4)	e S Illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership t (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisa	ıble	Expiration Date	Title	OI N Of	umber						
Non- Qualified Stock Option (right to buy)	\$0.0	05/15/2015			J <sup>(2)</sup>			28,902	12/31/20	015	01/15/2025	Comm Stock		8,902	\$0.0	0		D		
Non- Qualified Stock Option (right to buy)	\$0.0								02/05/20	013	02/05/2023	Comm Stock		4,483		34,48	3	D		
Non- Qualified Stock Option (right to buy)	\$0.0								01/22/20	014	01/22/2024	Comm Stock		1,983		31,98.	3	D		

## **Explanation of Responses:**

- 1. This transaction represents the release of restrictions on shares of restricted stock which have vested and the inclusion of such shares into unrestricted common stock.
- 2. Shares Forfeited

By: Elizabeth A. Abdoo For: Struan B. Robertson

05/19/2015

\*\* 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.