SEC Form 4

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

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
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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			, <u></u> [X	Director	10% Owner			
				-	Officer (give title	Other (specify			
(Last) (First) (Middle) 6903 ROCKLEDGE DRIVE SUITE 1500		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/31/2007		below)	below)			
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable					
				Line)	ig (oncorr ipplicable				
(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 (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Transaction Disposed Of (D) (Instr. 3, 4 and Code (Instr. 5)		(A) or 3, 4 and	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership			
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock								1,087	D			
Restricted-Annual Director Stock Award								26,122.8859	D			
Restricted-Special One Time Award								11,391.4224	D			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned	d
(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 Deriv Secu Acqu (A) o Dispe of (D	erivative ccurities cquired isposed (D) str. 3, 4		e	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	01/31/2007		A		160		01/31/2007 ⁽¹⁾	12/31/2015 ⁽¹⁾	Common Stock	160	\$26	160	D	

Explanation of Responses:

1. The stock units were accrued under the Host Marriott Corporation Non-Employee Directors' Deferred Stock Compensation Plan and are to be settled in Host Marriott common stock in a lump sum or equal annual installments over a period not to exceed ten (10) years upon the reporting person's termination of service as a Director.

By: Elizabeth A. Abdoo For:

** Signature of Reporting Person

Ann McLaughlin Korologos

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.

<u>02/01/2007</u>