

LARSON GREGORY J  
Form 4  
February 08, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LARSON GREGORY J

2. Issuer Name and Ticker or Trading Symbol  
HOST HOTELS & RESORTS, INC.  
[HST]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
6903 ROCKLEDGE DRIVE, SUITE 1500  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/06/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP, Corp Strategy & Fund Mgt

BETHESDA, MD 20817

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	02/06/2013		J <sup>(1)</sup>	A	\$ 47,580	186,338	D
Common Stock	02/06/2013		F	D	\$ 23,832	162,506	D
Restricted Stock	02/06/2013		J <sup>(1)</sup>	D	\$ 47,580	190,592	D
Restricted Stock	02/06/2013		J <sup>(2)</sup>	D	\$ 74,738	115,854	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.



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(2) Restricted Stock Shares forfeited due to failure to satisfy 2012 performance measures.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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