

HOST HOTELS &amp; RESORTS, INC.

Form 4

December 19, 2016

**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 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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WALTER W EDWARD**

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**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/16/2016**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
**President & CEO**

(Street)  
**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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |        |                  |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|--------|------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |        |                  |
| Common<br>Stock                       | 12/16/2016                              |                                                             | S                                       |                                                                         | 285,943                                                                                                            | D                                                                       | \$<br>18.9342                                                     | 79,420 | D                |
| Common<br>Stock                       | 12/16/2016                              |                                                             | G                                       |                                                                         | 25,000                                                                                                             | D                                                                       | \$<br>18.9342                                                     | 54,420 | D                |
| Common<br>Stock -<br>Other            | 12/16/2016                              |                                                             | S                                       |                                                                         | 60,000                                                                                                             | D                                                                       | \$<br>18.9342                                                     | 0      | I by LLC         |
| Common<br>Stock -<br>Trust            | 12/16/2016                              |                                                             | S                                       |                                                                         | 30,000                                                                                                             | D                                                                       | \$<br>18.9342                                                     | 0      | I by<br>Daughter |

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Common  
Stock - 12/16/2016 S 30,000 D \$ 18.9342 0 I by Son  
Trust  
  
Restricted  
Stock 501,362 D

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

**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 control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date<br>Exercisable<br>Expiration<br>Date                      | Title<br>Amount<br>Number of<br>Shares                              |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 14.2                                                               |                                         |                                                             |                                         |                                                                                                                       | 12/31/2016 02/04/2026                                          | Common<br>Stock 152,54                                              |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 16.23                                                              |                                         |                                                             |                                         |                                                                                                                       | 12/31/2012 01/20/2022                                          | Common<br>Stock 48,979                                              |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 16.55                                                              |                                         |                                                             |                                         |                                                                                                                       | 12/31/2013 02/05/2023                                          | Common<br>Stock 85,875                                              |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 19.57                                                              |                                         |                                                             |                                         |                                                                                                                       | 12/31/2014 01/22/2024                                          | Common<br>Stock 95,949                                              |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 23.76                                                              |                                         |                                                             |                                         |                                                                                                                       | 12/31/2015 01/15/2025                                          | Common<br>Stock 86,705                                              |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director    10% Owner    Officer    Other

WALTER W EDWARD  
6903 ROCKLEDGE DRIVE  
SUITE 1500  
BETHESDA, MD 20817

President & CEO

## Signatures

By: Elizabeth A. Abdoo For: W.E.  
Walter

12/19/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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.

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