

MARRIOTT RICHARD E
Form 4
December 18, 2012

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 *
MARRIOTT RICHARD E

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)
12/17/2012

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chairman of the Board

(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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock - SpTrustee | 12/17/2012 | | S | 35,000 D \$ 15.3217 | 371,575 | I | by Trust |
| Common Stock | | | | | 5,740,244.517 | D | |
| Common Stock - Other | | | | | 1,330,610 | I | by Partnership |
| Common Stock - Retirement | | | | | 1,838 | D | |

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| | | | |
|-------------------------------|---------|---|-----------|
| Shares | | | |
| Common Stock - Spouse | 76,957 | I | by Spouse |
| Common Stock - Trust 03 | 140,008 | I | by Trust |
| Common Stock - Trust 04 | 128,480 | I | by Trust |
| Common Stock - Trust 05 | 102,427 | I | by Trust |
| Common Stock - Trust 06 | 139,353 | I | by Trust |
| Common Stock - Trust 08 | 73,499 | I | by Trust |
| Common Stock - Trust 09 | 28,868 | I | by Trust |
| Common Stock - Trust 10 | 140,058 | I | by Trust |
| Common Stock - Trust 11 | 78,591 | I | by Trust |
| Common Stock - Trust 12 | 72,461 | I | by Trust |
| Common Stock - Trust 13 | 57,768 | I | by Trust |
| Common Stock - Trust 14 | 78,960 | I | by Trust |
| Common Stock - Trust 16 | 41,452 | I | by Trust |
| Common Stock - Trust 17 | 16,424 | I | by Trust |

