HARVEY LARRY K

Form 4

February 09, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

OMB APPROVAL

3235-0287

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Check this box

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

response...

obligations may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

HARVEY LARRY K

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to

Issuer

HOST HOTELS & RESORTS, INC.

[HST]

(Check all applicable)

(Middle) (Last) (First)

3. Date of Earliest Transaction

Director _X__ Officer (give title

10% Owner Other (specify

(Month/Day/Year)

below)

Ex. VP, CFO and Treasurer

6903 ROCKLEDGE DRIVE, SUITE 02/05/2009

(Street)

1500

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

BETHESDA, MD 20817

(City)	(State)	(Zip) Tabl	e I - Non-L	Derivative S	ecuriti	es Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	02/05/2009		A(1)	7,366	A	\$ 5.075	67,342	D	
Common Stock	02/05/2009		F	2,644	D	\$ 5.075	64,698	D	
Restricted Stock	02/05/2009		A	205,729	A	\$ 7.44	289,346	D	
Restricted Stock	02/05/2009		A(1)	7,366	D	\$ 5.075	281,980	D	
Restricted Stock	02/05/2009		J(2)	66,876	D	\$ 0	215,104	D	

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

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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 Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction	5. Number of orDerivative Securities	ivative Expiration Date		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Monta Day, 1 car)		(
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Non-Qualified Stock Option (right to buy)	\$ 5.075	02/05/2009		A(3)	40,466	12/31/2009	02/05/2019	Common Stock	40

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HARVEY LARRY K 6903 ROCKLEDGE DRIVE SUITE 1500 BETHESDA, MD 20817

Ex. VP, CFO and Treasurer

Signatures

By: William Kelso For: Larry K.
Harvey
02/09/2009

**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).
- (1) This transaction represents the release of restrictions on shares from 2006-2008 performance grants which vests on a periodic basis, and the inclusion of such shares into unrestricted common stock.
- (2) This transaction represents the forefeiture of the restricted stock shares under the Comprehensive Stock Plan program for the years 2006-2008.
- (3) 2009 Stock Option Grant

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

Reporting Owners 2

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