HAMILTON JOANNE G.

Form 3/A March 05, 2010

FORM 3

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

OMB APPROVAL

OMB Number:

3235-0104

Expires:

January 31, 2005

0.5

Estimated average burden hours per

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response... 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)

6903 ROCKLEDGE

DRIVE, Â SUITE 1500

1. Name and Address of Reporting

Person *

HAMILTON JOANNE G.

(Last)

(First)

(Street)

(Middle)

(Month/Day/Year)

01/20/2010

Statement

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

HOST HOTELS & RESORTS, INC. [HST]

4. Relationship of Reporting Person(s) to Issuer

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

01/28/2010

(Check all applicable)

Director _X__ Officer

10% Owner Other (give title below) (specify below) Exec. Vice President-HR

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

BETHESDA, MDÂ 20817

(State)

1. Title of Security

(City)

(Instr. 4)

(Zip)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form: Direct (D)

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership (Instr. 5)

or Indirect (I) (Instr. 5)

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

(Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

Securities Underlying Derivative Security (Instr. 4)

3. Title and Amount of

Conversion or Exercise Price of Derivative

4.

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership

(Instr. 5)

Date Exercisable Expiration Date

Title Amount or Number of Shares

Security Direct (D)

or Indirect (I)

(Instr. 5)

Non-Qualified Stock Option (right to buy) $01/20/2010 \quad 01/20/2019 \quad \frac{\text{Common}}{\text{Stock}} \quad 9,021 \quad \frac{(1)}{} \quad \$ \quad 12.25 \qquad D \qquad \hat{A}$

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

HAMILTON JOANNE G.
6903 ROCKLEDGE DRIVE SUITE 1500

BETHESDA, MDÂ 20817

Relationships

Other

Signatures

By: Elizabeth A. Abdoo For: Joanne G. Hamilton 03/05/2010

Explanation of Responses:

**Signature of Reporting Person

- * If the form is filed by more than one reporting person, see Instruction 5(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) Amending the total number of stock options previously reported due to an error.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Date

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