HOST HOTELS & RESORTS, INC.

Form 4

February 10, 2017

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LENTZ MICHAEL E		ing Person *	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) 8709 CRANE	(First) BROOK COU	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/08/2017	Director 10% Owner Officer (give title Other (specify below)		
	(Street)		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		
BETHESDA, MD 20817				Form filed by More than One Reporting Person		

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	Securi	ties Acqu	ired, 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. Transaction Code (Instr. 8)	, , , , ,			5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	02/08/2017		<u>J(1)</u>	10,474	A	\$ 18.33	10,474	D	
Common Stock	02/08/2017		F	5,437	D	\$ 18.33	5,037	D	
Restricted Stock	02/08/2017		<u>J(1)</u>	10,474	D	\$ 18.33	34,066	D	
Restricted Stock	02/08/2017		J(2)	34,066	D	\$ 18.33	0	D	

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transactio	5. orNumber	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	
	Derivative				Securities		
	Security				Acquired		
					(A) or		
					Disposed		
					of (D)		
					(Instr. 3,		
					4, and 5)		
							Amount

Date Expiration Title Exercisable Date

Number of Shares

13,980

Code V (A) (D)

Common

Non-Qualified

\$ 16.87 Stock Option

(right to buy)

12/31/2016 03/14/2026

Stock

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

LENTZ MICHAEL E 8709 CRANBROOK COURT BETHESDA, MD 20817

MD, Global Development

Signatures

By: Elizabeth A. Abdoo For: Michael E.

Lentz 02/10/2017

> **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).
- This transaction represents the release of restrictions on shares of restricted stock which vested based on 2016 performance and inclusion of such shares into unrestricted common stock. Shares that did not vest based on performance criteria were forfeited.
- This transaction represents the forfeiture of the restricted stock shares under the Comprehensive Stock Plan program for the performance **(2)** year 2016.

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.

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