### HOST HOTELS & RESORTS, INC.

Form 4

Retirement

December 28, 2016

December 20	6, 2010									
<b>FORM</b>	14 interce	ATEC CECIII		ND EV	YTT A 1	NOE			APPF	ROVAL
	UNITEDSIA		KITIES A shington,			NGE (	COMMISSION	OMB Number:	(	3235-0287
Check th if no long	gov.							Expires:	Ja	anuary 31,
subject to Section 1 Form 4 c		F CHANGES IN BENEFICIAL OWN SECURITIES					Estimated average burden hours per			
Form 5 obligatio may cont <i>See</i> Instr 1(b).	Section 17(a) o		tility Holo	ding Com	pany	Act of	e Act of 1934, f 1935 or Section 40	1		
(Print or Type l	Responses)									
	Address of Reporting Pers T RICHARD E	Symbol	r Name and				5. Relationship of Issuer	Reporting P	erson(	s) to
		HOST [HST]	HOTELS	& RESO	RTS	, INC.	(Chec	k all applica	ble)	
(Last)	(First) (Midd		f Earliest Tı Day/Year)	ransaction			DirectorX Officer (give below)		0% Ow Other (s	
6903 ROCk 1500	KLEDGE DRIVE, SU	JITE 12/23/2	016					nan of the B	oard	
	(Street)		endment, Da nth/Day/Year	_			6. Individual or Jo Applicable Line)	int/Group F	iling(C	heck
BETHESDA	A, MD 20817						_X_ Form filed by C Form filed by M Person			
(City)	(State) (Zip)	) Tab	le I - Non-I	Derivative S	Securi	ities Acq	quired, Disposed of	, or Benefic	ially (	Owned
1.Title of Security (Instr. 3)	A. Deemed accution Date, if by Month/Day/Year)	n Date, if Transactionor Disposed of (D) Code (Instr. 3, 4 and 5)				A) 5. Amount of Securities Beneficially Owned Follow Reported Transaction(s)	Form ving Director Indian	Ownership Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Pric	(Instr 3 and 4		. 4)	
Common Stock - SpTrstee	12/23/2016		S	50,000	D	\$ 18.44	48 270,427	I		by Trust
Common Stock							5,365,244.5	517 D		
Common Stock - Other							1,330,610	I		by Partnership
Common Stock -							1,838	D		

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Shares			
Common Stock - Spouse	76,957	I	by Spouse
Common Stock - Trust 10A - SM	73,014	I	by Trust
Common Stock - Trust 10B - SM	73,013	I	by Trust
Common Stock - Trust 10C - SM	73,013	I	by Trust
Common Stock - Trust DSM	217,944	I	by Trust
Common Stock - Trust JAM	200,941	I	by Trust
Common Stock - Trust JWMIII	218,968	I	by Trust
Common Stock - Trust MA	45,292	I	by Trust
Common Stock - Trust SPM	160,195	I	by Trust

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene

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Derivative Securities (Instr. 3 and 4) Security

Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title Amount

Exercisable Date

or Number Own

Follo

Repo

Trans

(Insti

of Shares

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

MARRIOTT RICHARD E 6903 ROCKLEDGE DRIVE

Chairman of the Board **SUITE 1500** 

BETHESDA, MD 20817

# **Signatures**

By: Elizabeth A. Abdoo For: Richard E. 12/28/2016 Marriott

> \*\*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. 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.

Reporting Owners 3