

HOST HOTELS & RESORTS, INC.

Form 4

February 08, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WALTER W EDWARD

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)
02/04/2016

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
President & CEO

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|---|---|--|---|---|
| Common Stock | 02/04/2016 | | J ⁽¹⁾ | 109,002 | A \$ 14.2 | 479,945 | D |
| Common Stock | 02/04/2016 | | F | 54,582 | D \$ 14.2 | 425,363 | D |
| Restricted Stock | 02/04/2016 | | A ⁽²⁾ | 501,362 | A \$ 14.2 | 851,954 | D |
| Restricted Stock | 02/04/2016 | | J ⁽¹⁾ | 109,002 | D \$ 14.2 | 742,952 | D |
| Restricted Stock | 02/04/2016 | | J ⁽³⁾ | 241,590 | D \$ 14.2 | 501,362 | D |

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| | | | |
|----------------------------|--------|---|----------------|
| Common Stock - Other | 60,000 | I | by LLC |
| Common Stock - Trust | 60,000 | I | by Daughter |
| Common Stock - Trust | 60,000 | I | by Son |

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

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(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 (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount Underlying Security (Instr. 3 and 4) | | | |
|---|---|---|---|---|---|--|-----|--|--------------------|-----------------|----------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Underlying Security |
| Incentive Stock Option (right to buy) | \$ 0 | 02/04/2016 | | A | | 152,542 | | 12/31/2016 | 02/04/2026 | Common Stock | 1 |
| Non-Qualified Stock Option (right to buy) | \$ 0 | | | | | | | 12/31/2012 | 01/20/2022 | Common Stock | 4 |
| Non-Qualified Stock Option (right to buy) | \$ 0 | | | | | | | 02/05/2013 | 02/05/2023 | Common Stock | 8 |
| Non-Qualified Stock Option (right to buy) | \$ 0 | | | | | | | 01/22/2014 | 01/22/2024 | Common Stock | 9 |
| Non-Qualified Stock Option (right to buy) | \$ 0 | | | | | | | 12/31/2015 | 01/15/2025 | Common Stock | 8 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| WALTER W EDWARD 6903 ROCKLEDGE DRIVE SUITE 1500 BETHESDA, MD 20817 | | | President & CEO | |

Signatures

| | |
|--|------------|
| By: Elizabeth A. Abdoo For: W.E. Walter | 02/08/2016 |
| **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 of restricted stock which vested based on 2015 performance and inclusion of such shares into unrestricted common stock. Shares that did not vest based on performance criteria were forfeited.
- (2) 1 year Performance Grant eligible for release based on satisfaction of performance objectives for 2016.
- (3) Restricted Stock Shares forfeited due to failure to satisfy 2015 performance measures.

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