HOST HOTELS & RESORTS, INC.

Form 4

October 17, 2006

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

Form 5

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

OMB Number:

Check this box 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 See Instruction

1(b).

1500

(Print or Type Responses)

1. Name and Address of Reporting Person *

MCHALE JUDITH A

2. Issuer Name and Ticker or Trading

Symbol

HOST HOTELS & RESORTS, INC.

[HST]

3. Date of Earliest Transaction (Last) (First) (Middle)

(Month/Day/Year)

6903 ROCKLEDGE DRIVE, SUITE 10/16/2006

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

BETHESDA, MD 20817

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X_ Director 10% Owner

Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (D) or Indirect (I)

(Instr. 4)

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

Transaction(s) (Instr. 3 and 4)

Code V Amount Price (D)

Restricted-Annual

Director Stock Award

10/16/2006

 $A^{(1)}$

101.51

(A)

11,567.5404

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)

Edgar Filing: HOST HOTELS & RESORTS, INC. - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		•	7. Title and A Underlying S (Instr. 3 and 4	ec
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	A o N o S
Non-Employee Director Def. Stock Units	\$ 0	10/16/2006	A	88	10/16/2006(2)	12/31/2015(2)	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MCHALE JUDITH A 6903 ROCKLEDGE DRIVE SUITE 1500 BETHESDA, MD 20817	X					

Signatures

By: Elizabeth A. Abdoo For: Judith A.

McHale 10/17/2006

**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) Pursuant to the Comprehensive Stock Incentive Plan, reporting person is required to reinvest cash dividends paid on shares of restricted common stock into additional shares of restricted common stock.
- Pursuant to the Non-Employee Directors' Deferred Stock Compensation Plan, reporting person is required to reinvest cash dividends in shares of additional Host Marriott Corporation common stock.

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 2