MCHALE JUDITH A

Form 4 April 02, 2007

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

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Form 5

obligations

(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]

(First) (Middle)

(Month/Day/Year)

3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

below) 6903 ROCKLEDGE DRIVE, SUITE 03/30/2007

1500

(Last)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Applicable Line)

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

Person

Issuer

BETHESDA, MD 20817

(City) (State) (Zip)

(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code

(Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned

Following

Reported

26

6. 7. Nature Ownership of Indirect Form: Direct (D) or Indirect

(I)

D

(Instr. 4)

Beneficial Ownership (Instr. 4)

(A) Transaction(s)

Code V Amount (D) Price

(Instr. 3 and 4)

Common Stock

1. Title of Security

(Instr. 3)

Restricted-Annual

11,683.1696 D **Director Stock**

Award

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

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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		4.		6. Date Exercisab	le and Expiration	7. Title and Ar
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	execution Date, if any (Month/Day/Year)	Transacti Code (Instr. 8)	Derivative	Date (Month/Day/Year)	Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title I
Non-Employee Director Def. Stock Units	\$ 0	03/30/2007		A	184	03/30/2007(1)	12/31/2015(1)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 8	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

04/02/2007

**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).
- The stock units were accrued under the Host Marriott Corporation Non-Employee Directors' Deferred Stock Compensation Plan and are

 (1) to be settled in Host Marriott common stock in a lump sum or equal annual installments over a period not to exceed ten (10) years upon the reporting person's termination of service as a Director.

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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