HOST HOTELS & RESORTS, INC.

Form 4 May 15, 2008

## FORM 4

#### OMB APPROVAL

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# 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

Form 5 obligations may continue. See Instruction 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

1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **BAYLIS ROBERT M** Issuer Symbol HOST HOTELS & RESORTS, INC. (Check all applicable) [HST] (Middle) (Last) (First) 3. Date of Earliest Transaction \_X\_\_ Director 10% Owner Other (specify Officer (give title (Month/Day/Year) 6903 ROCKLEDGE DRIVE, SUITE 05/14/2008 1500 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting BETHESDA, MD 20817 Person

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

			Table 1 11011	Tuble 1 1 100 Delivative Securities Acquired, Disposed 61, 61 Deliciteding 6 whed						
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities		` ′	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(111	1. 3)	(Monus Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3, 4 a	` ′	Price	Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
Di	stricted-Annual rector Stock vard	05/14/2008		A	3,534.53		\$ 18.39	33,512.2916	D	
Co	mmon Stock							14,131	D	
	stricted-Special ne Time Award							12,100.0609	D	

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

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SEC 1474

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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	3A. Deemed	4.	5.	6. Date Exercisab	le and Expiration	7. Title and A	Amo
Derivative Security	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Date		Underlying Secu	
(Instr. 3)	or Exercise		any	Code of		(Month/Day/Year)		(Instr. 3 and 4)	
	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e			
	Derivative				Securities				
	Security				Acquired				
					(A) or				
					Disposed				
					of (D)				
					(Instr. 3,				
					4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Ar Nu Sh
Non-Employee								~	
Director Def.	\$ 0					12/31/1999(1)	12/31/2015(1)	Common	20
Stock Units	Ψ 0					12,01,1777_	12,01,2015_	Stock	
Diook Omis									

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BAYLIS ROBERT M 6903 ROCKLEDGE DRIVE SUITE 1500 BETHESDA, MD 20817	X						

### **Signatures**

By: Elizabeth A. Abdoo For: Robert M.
Baylis
05/15/2008

\*\*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).
- Pursuant to the Non-Employee Directors' Deferred Stock Compensation Plan, reporting person is required to reinvest cash dividends in shares of additional Host Hotels & Resort's 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.

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