HOST HOTELS & RESORTS, INC.

Form 4/A May 13, 2010

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue.

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

X Form filed by One Reporting Person

Form filed by More than One Reporting

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MORSE JOHN B JR			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) 6903 ROCK	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/15/2010	_X_ Director 10% Owner Officer (give title below) Other (specify below)		
1500	222 02 2 Tu	, <u>2</u> , <u>5</u> <u>6</u> 11 <u>1</u>	0 1 13/2010			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)		

BETHESDA, MD 20817

(City)	(State) (Zip)	Table I - Nor	n-Derivativ	e Securities	Acquire	d, Disp	osed of, or Benef	ficially Owne	ed
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ate 2A. Deemed ur) Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	4. Securitie owr Dispose (Instr. 3, 4	d of (D)	ed (A)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Restricted-Annu Director Stock Award	ual 04/15/2010		Code V <u>J(1)</u>	Amount 15.6748	\$	5.03	Reported Transaction(s) (Instr. 3 and 4) 23,574.9472 (3)	(I) (Instr. 4)	

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

04/19/2010

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer	Other				
MORSE JOHN B JR 6903 ROCKLEDGE DRIVE SUITE 1500 BETHESDA, MD 20817	X							

Signatures

By: Elizabeth A. Abdoo For: John B.
Morse, Jr.
05/13/2010

**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 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.
- (2) The price of the stock dividend is amended to reflect the closing price on the dividend payment date of 4/15/10 instead of the average stock price as previously reported.
- (3) Includes shares acquired as part of the Company's dividend paid on December 18, 2009. This number has been corrected from a previously filed report.

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