

MARRIOTT RICHARD E  
 Form 5  
 February 11, 2013

**FORM 5**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 MARRIOTT RICHARD E

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2012

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Chairman of the Board

6903 ROCKLEDGE DRIVE, SUITE 1500

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting  
 (check applicable line)

BETHESDA, MD 20817

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)  (A) Amount or (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock - Trust 08	12/14/2012	Â	S	73,499 D \$ 15.2369	0	I	by Trust
Common Stock - Trust 16	12/14/2012	Â	S	41,452 D \$ 15.2369	0	I	by Trust
Common Stock	Â	Â	Â	Â Â Â	5,740,244.517	D	Â

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Common Stock - Other	Â	Â	Â	Â	Â	Â	1,330,610	I	by Partnership
Common Stock - Retirement Shares	Â	Â	Â	Â	Â	Â	1,838	D	Â
Common Stock - SpTrstee	Â	Â	Â	Â	Â	Â	352,427	I	by Trust
Common Stock - Spouse	Â	Â	Â	Â	Â	Â	76,957	I	by Spouse
Common Stock - Trust 03	Â	Â	Â	Â	Â	Â	140,008	I	by Trust
Common Stock - Trust 04	Â	Â	Â	Â	Â	Â	128,480	I	by Trust
Common Stock - Trust 05	Â	Â	Â	Â	Â	Â	102,427	I	by Trust
Common Stock - Trust 06	Â	Â	Â	Â	Â	Â	139,353	I	by Trust
Common Stock - Trust 09	Â	Â	Â	Â	Â	Â	28,868	I	by Trust
Common Stock - Trust 10	Â	Â	Â	Â	Â	Â	140,058	I	by Trust
Common Stock - Trust 11	Â	Â	Â	Â	Â	Â	78,591	I	by Trust
Common Stock - Trust 12	Â	Â	Â	Â	Â	Â	72,461	I	by Trust
Common Stock - Trust 13	Â	Â	Â	Â	Â	Â	57,768	I	by Trust
Common Stock - Trust 14	Â	Â	Â	Â	Â	Â	78,960	I	by Trust
	Â	Â	Â	Â	Â	Â	16,424	I	by Trust

Common  
Stock -  
Trust 17

Common  
Stock -     ^                     ^                     ^                     ^                     ^                     ^                     78,983                     I                     by Trust  
Trust 18

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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable     Expiration Date	Title     Amount or Number of Shares		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARRIOTT RICHARD E 6903 ROCKLEDGE DRIVE SUITE 1500 BETHESDA, MD 20817	^	^	^ Chairman of the Board	^

## Signatures

By: Elizabeth A. Abdo For: Richard E. Marriott                     02/11/2013

\_\_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).

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