Edgar Filing: WAGONER PAMELA K - Form 4

WAGONER I Form 4	PAMELA K													
February 10, 2	Л										omb af	PROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									OMB Number:	3235-0287				
Check this if no longe								Expires:	January 31, 2005					
subject to STATEMENT O Section 16. Form 4 or				F CHANGES IN BENEFICIAL OWN SECURITIES							Estimated a burden hou response	iverage		
Form 5 obligations may contir <i>See</i> Instruc 1(b).	Section 1		of the l		lity Ho	oldi	ng Com	pany	Act of	e Act of 1934, 1935 or Section 0	1			
(Print or Type Re	esponses)													
WAGONER PAMELA K Syr HC				Symbol	-						5. Relationship of Reporting Person(s) to Issuer			
				HOST HOTELS & RESORTS, INC. [HST]						(Check all applicable)				
(Last)	(First)	(Month/Day/Year)					Director 10% Owner X Officer (give title Other (specify below) below)							
6903 ROCKI 1500	LEDGE DRIV	VE, S	UITE	02/09/20	09					,	r Vice Presiden	t		
(Street) 4. If Amen Filed(Mont				dment, Date Original h/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
BETHESDA	, MD 20817									Form filed by M Person	lore than One Re	porting		
(City)	(State)	(Zi	p)	Table	I - Non	-De	rivative S	ecurit	ties Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	(Month/Day/Year) Execution Date, if any			3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or					Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)				
C					Code	V	Amount		Price	(Instr. 3 and 4)				
Common Stock	02/09/2009				A <u>(1)</u>		6,250	А	\$ 5.42	52,043	D			
Common Stock	02/09/2009				F		3,077	D	\$ 5.42	48,966	D			
Restricted Stock	02/09/2009				A <u>(1)</u>		6,250	D	\$ 5.42	70,677	D			
Deferred Bonus Stock Award										636	D			

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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.

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. Transactic Code (Instr. 8)	5. oriNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	7. Title and A Underlying S (Instr. 3 and 4	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 5.075					12/31/2009	02/05/2019	Common Stock	13,902

Reporting Owners

Reporting Owner Name / Address		1		
	Director	10% Owner	Officer	Other
WAGONER PAMELA K 6903 ROCKLEDGE DRIVE SUITE 1500 BETHESDA, MD 20817			Senior Vice President	
Signatures				
By: Elizabeth A. Abdoo For: Pa Wagoner		02/10/2009		
**Signature of Reporting Pers	son		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) This transaction represents the release of restrictions on shares of restricted stock which vests on a periodic basis, and inclusion of such shares into unrestricted 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.