

HOST HOTELS & RESORTS, INC.

Form 4

March 12, 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
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WALTER W EDWARD

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)
**6903 ROCKLEDGE DRIVE, SUITE
1500**

3. Date of Earliest Transaction
(Month/Day/Year)
03/08/2007

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Exec Vice President & CFO

(Street)
BETHESDA, MD 20817

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/08/2007		S		98,200	D	\$ 24.85
Common Stock	03/08/2007		S		31,700	D	\$ 24.86
Common Stock	03/08/2007		S		5,900	D	\$ 24.87
Common Stock	03/08/2007		S		5,300	D	\$ 24.88
Common Stock	03/08/2007		S		7,100	D	\$ 24.89
							517,182
							485,482
							479,582
							474,282
							467,182

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Common Stock	03/08/2007	S	33,900	D	\$ 24.9	433,282	D
Common Stock	03/08/2007	S	7,300	D	\$ 24.91	425,982	D
Common Stock	03/08/2007	S	1,900	D	\$ 24.92	424,082	D
Common Stock	03/08/2007	S	3,100	D	\$ 24.93	420,982	D
Common Stock	03/08/2007	S	2,600	D	\$ 24.94	418,382	D
Common Stock	03/08/2007	S	400	D	\$ 24.95	417,982	D
Common Stock	03/08/2007	S	1,200	D	\$ 24.96	416,782	D
Common Stock	03/08/2007	S	1,200	D	\$ 24.97	415,582	D
Common Stock	03/08/2007	S	200	D	\$ 24.98	415,382	D
Restricted Stock						414,623	D

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Director	10% Owner	Officer	Other
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Exec Vice President & CFO

Signatures

03/12/2007

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).

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.