

WALTER W EDWARD  
Form 4  
June 05, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(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  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
06/02/2006

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

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 Ownership (Instr. 4)	
				Code	V	Amount				(A) or (D)
Common Stock	06/02/2006		S			15,900	D	\$ 20.6	690,071	D
Common Stock	06/02/2006		S			6,600	D	\$ 20.76	683,471	D
Common Stock	06/02/2006		S			4,600	D	\$ 20.78	678,871	D
Common Stock	06/02/2006		S			6,300	D	\$ 20.8	672,571	D
Common Stock	06/02/2006		S			900	D	\$ 20.74	671,671	D

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Common Stock	06/02/2006	S	7,200	D	\$ 20.58	664,471	D
Common Stock	06/02/2006	S	1,000	D	\$ 20.64	663,471	D
Common Stock	06/02/2006	S	13,900	D	\$ 20.56	649,571	D
Common Stock	06/02/2006	S	5,300	D	\$ 20.52	644,271	D
Common Stock	06/02/2006	S	31,000	D	\$ 20.5	613,271	D
Common Stock	06/02/2006	S	7,700	D	\$ 20.7	605,571	D
Common Stock	06/02/2006	S	2,200	D	\$ 20.54	603,371	D
Common Stock	06/02/2006	S	1,600	D	\$ 20.68	601,771	D
Common Stock	06/02/2006	S	1,100	D	\$ 20.82	600,671	D
Common Stock	06/02/2006	S	900	D	\$ 20.84	599,771	D
Common Stock	06/02/2006	S	600	D	\$ 20.86	599,171	D
Common Stock	06/02/2006	S	32,000	D	\$ 20.61	567,171	D
Common Stock	06/02/2006	S	7,700	D	\$ 20.79	559,471	D
Common Stock	06/02/2006	S	6,400	D	\$ 20.77	553,071	D
Common Stock	06/02/2006	S	4,400	D	\$ 20.57	548,671	D
Common Stock	06/02/2006	S	6,300	D	\$ 20.55	542,371	D
Common Stock	06/02/2006	S	1,800	D	\$ 20.51	540,571	D
Common Stock	06/02/2006	S	800	D	\$ 20.69	539,771	D
Common Stock	06/02/2006	S	2,400	D	\$ 20.67	537,371	D
Common Stock	06/02/2006	S	3,300	D	\$ 20.59	534,071	D
	06/02/2006	S	1,300	D		532,771	D

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Common Stock						\$ 20.63		
Common Stock	06/02/2006	S	1,200	D		\$ 20.73	531,571	D
Common Stock	06/02/2006	S	5,300	D		\$ 20.65	526,271	D
Common Stock	06/02/2006	S	300	D		\$ 20.53	525,971	D
Common Stock	06/02/2006	S	900	D		\$ 20.75	525,071	D

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

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SEC 1474  
(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. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALTER W EDWARD 6903 ROCKLEDGE DRIVE SUITE 1500 BETHESDA, MD 20817			Exec Vice President & CFO	

## Signatures

By: Elizabeth A. Abdoo For: W. Edward  
Walter

06/05/2006

\_\_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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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