

MARRIOTT RICHARD E
 Form 5
 February 14, 2007

FORM 5

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

OMB APPROVAL
 OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

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 of Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2006

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) (Instr. 3, 4 and 5) | 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 - Other | 04/10/2006 | ^ | A4 ⁽¹⁾ | 489 A \$ 20 | 1,302,155 | I | by Partnership |
| Common Stock - Other | 05/23/2006 | ^ | S4 ⁽²⁾ | 489 D \$ 19.81 | 1,301,666 | I | by Partnership |
| | ^ | ^ | ^ | ^ ^ ^ | 5,371,416 | D | ^ |

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| | | | | | | | | | |
|----------------------------------|---|---|---|---|---|---|---------|---|-----------|
| Common Stock | | | | | | | | | |
| Common Stock - Retirement Shares | Â | Â | Â | Â | Â | Â | 1,800 | D | Â |
| Common Stock - SpTrstee | Â | Â | Â | Â | Â | Â | 505,962 | I | by Trust |
| Common Stock - Spouse | Â | Â | Â | Â | Â | Â | 75,364 | I | by Spouse |
| Common Stock - Trust 03 | Â | Â | Â | Â | Â | Â | 136,739 | I | by Trust |
| Common Stock - Trust 04 | Â | Â | Â | Â | Â | Â | 125,480 | I | by Trust |
| Common Stock - Trust 05 | Â | Â | Â | Â | Â | Â | 100,036 | I | by Trust |
| Common Stock - Trust 06 | Â | Â | Â | Â | Â | Â | 136,739 | I | by Trust |
| Common Stock - Trust 07 | Â | Â | Â | Â | Â | Â | 107,282 | I | by Trust |
| Common Stock - Trust 08 | Â | Â | Â | Â | Â | Â | 71,783 | I | by Trust |
| Common Stock - Trust 09 | Â | Â | Â | Â | Â | Â | 122,283 | I | by Trust |
| Common Stock - Trust 10 | Â | Â | Â | Â | Â | Â | 136,788 | I | by Trust |
| Common Stock - Trust 11 | Â | Â | Â | Â | Â | Â | 77,117 | I | by Trust |
| Common Stock - Trust 12 | Â | Â | Â | Â | Â | Â | 70,770 | I | by Trust |
| Common Stock - | Â | Â | Â | Â | Â | Â | 56,420 | I | by Trust |

| | | | | | | | | | | |
|-------------------------|---|---|---|---|---|---|--------|---|--|----------|
| Trust 13 | | | | | | | | | | |
| Common Stock - Trust 14 | Â | Â | Â | Â | Â | Â | 77,117 | I | | by Trust |
| Common Stock - Trust 15 | Â | Â | Â | Â | Â | Â | 60,515 | I | | by Trust |
| Common Stock - Trust 16 | Â | Â | Â | Â | Â | Â | 40,485 | I | | by Trust |
| Common Stock - Trust 17 | Â | Â | Â | Â | Â | Â | 68,967 | I | | by Trust |
| Common Stock - Trust 18 | Â | Â | Â | Â | Â | Â | 77,139 | I | | by Trust |

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

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SEC 2270 (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 I F (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 | Â X | Â | Â Chairman of the Board | Â |

Signatures

By: Elizabeth A. Abdo For: Richard E.
Marriott

02/14/2007

__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).

Conversion of 800 Starwood Trust shares into Host Hotels & Resorts common stock pursuant to closing of Master Agreement and Plan of
(1) Merger dated as of November 14, 2005, as amended March 24, 2006. The average closing price of Host Hotels & Resorts common stock on 4/10/06 was \$20.00.

Conversion of Starwood Trust shares into Host Hotels & Resorts common stock pursuant to closing of Master Agreement and Plan of
(2) Merger dated as of November 14, 2005, as amended March 24, 2006. The average closing price of Host Hotels & Resorts common stock on 4/10/2006 was \$20.00.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.