## Form

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k; border-top-width: 0; border-left-width: 1; border-right-width: 1; border-bottom-width: 1">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)CodeVAmount(A) or (D)Price Restricted-Annual Director Stock Award10/15/2008 A(1) 410.4596 A \$ 9.01

18,901.669 D Common Stock 26 D

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.

SEC 1474

(9-02)

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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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable Date (Month/Day/Year	1	7. Title Underly (Instr. 3
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-Employee Director Def.	\$ 0	10/15/2008		A	335.2297	10/15/2008(1)	12/31/2015 <u>(1)</u>	Comr

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MCHALE JUDITH A 6903 ROCKLEDGE DRIVE SUITE 1500 BETHESDA, MD 20817	X					
Cianaturas						

## **Signatures**

Stock Units

By: Elizabeth A. Abdoo For: Judith A.

McHale 10/17/2008

\*\*Signature of Reporting Person Date

Reporting Owners 1

## **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) Pursuant to the Non-Employee Directors' Deferred Stock Compensation Plan, reporting person is required to reinvest cash dividends in shares of additional Host Hotels & Resort's 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.