

MCHALE JUDITH A
Form 4
December 02, 2005

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

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCHALE JUDITH A

(Last) (First) (Middle)

6903 ROCKLEDGE DRIVE, SUITE
1500

(Street)

BETHESDA, MD 20817

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

HOST MARRIOTT CORP/ [HMT]

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

11/30/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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)
				(A) or (D)			
			Code	V	Amount	(D)	Price

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

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information contained in this form are not
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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)

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	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)								
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Approximate Number of Shares
Non-Employee Director Def. Stock Units	\$ 0								07/29/2005 ⁽¹⁾	07/29/2015 ⁽¹⁾	Common Stock	35
Non-Employee Director Def. Stock Units	\$ 0								08/31/2005 ⁽¹⁾	08/31/2015 ⁽¹⁾	Common Stock	20
Non-Employee Director Def. Stock Units	\$ 0								09/30/2005 ⁽¹⁾	09/30/2015 ⁽¹⁾	Common Stock	2
Non-Employee Director Def. Stock Units	\$ 0								10/31/2005 ⁽¹⁾	10/31/2015 ⁽¹⁾	Common Stock	23
Non-Employee Director Def. Stock Units	\$ 0								⁽²⁾	⁽²⁾	Common Stock	9

Reporting Owners

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

Signatures

By: Elizabeth A. Abdoo For: Judith A. McHale

12/02/2005

 **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).

The stock units were accrued under the Host Marriott Corporation Non-Employee Directors' Deferred Stock Compensation Plan and are

- (1) to be settled in Host Marriott common stock in a lump sum or equal annual installments over a period not to exceed ten (10) years upon the reporting person's termination of service as a Director.

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- (2) Pursuant to the Restricted Stock Plan, reporting person is required to reinvest cash dividends in shares of additional Host Marriott Corporation 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.

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