

MARRIOTT RICHARD E
Form 4
December 15, 2005

FORM 4

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

OMB APPROVAL

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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 *
MARRIOTT RICHARD E

2. Issuer Name and Ticker or Trading Symbol
HOST MARRIOTT CORP/ [HMT]

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)
12/13/2005

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

Chairman of the Board

(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 or Price		
Common Stock	12/13/2005		M		29,930 A \$ 1.199	5,399,630	D
Common Stock	12/13/2005		D		29,930 D \$ 18.51	5,369,700	D
Common Stock ⁽¹⁾	12/13/2005		M		19,395 A \$ 2.2075	5,389,095	D
Common Stock ⁽¹⁾	12/13/2005		D		19,395 D \$ 18.51	5,369,700	D
Common Stock ⁽¹⁾	12/13/2005		M		17,360 A \$ 2.707	5,387,060	D

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Common Stock ⁽¹⁾	12/13/2005	D	17,360	D	\$ 18.51	5,369,700	D	
Common Stock - Trust 07	12/14/2005	G	4,106	D	\$ 0	107,282	I	by Trust
Common Stock - Trust 15	12/14/2005	G	2,309	D	\$ 0	60,515	I	by Trust
Common Stock - Other						1,303,066	I	by Partnership
Common Stock - Retirement Shares						1,800	D	
Common Stock - SpTrstee						505,962	I	by Trust
Common Stock - Spouse						75,364	I	by Spouse
Common Stock - Trust 03						136,739	I	by Trust
Common Stock - Trust 04						125,480	I	by Trust
Common Stock - Trust 05						100,036	I	by Trust
Common Stock - Trust 06						136,739	I	by Trust
Common Stock - Trust 08						71,783	I	by Trust
Common Stock - Trust 09						122,283	I	by Trust
Common Stock - Trust 10						136,788	I	by Trust
Common Stock -						77,117	I	by Trust

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Trust 11						
Common Stock - Trust 12		70,770	I			by Trust
Common Stock - Trust 13		56,420	I			by Trust
Common Stock - Trust 14		77,117	I			by Trust
Common Stock - Trust 16		40,485	I			by Trust
Common Stock - Trust 17		68,967	I			by Trust
Common Stock - Trust 18		77,139	I			by Trust
Restricted Stock		3,200	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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights	\$ 1.199	12/13/2005		M	29,930	12/12/1994	01/15/2006	Common Stock	29,930
	\$ 2.2075	12/13/2005		M	19,395	10/03/1995	10/03/2006		19,395

Stock Appreciation Rights ⁽¹⁾								Common Stock
Stock Appreciation Rights ⁽¹⁾	\$ 2.707	12/13/2005	M	17,360	10/20/1996	10/20/2007		Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARRIOTT RICHARD E 6903 ROCKLEDGE DRIVE SUITE 1500 BETHESDA, MD 20817	X		Chairman of the Board	

Signatures

By: Elizabeth A. Abdo For: Richard E. Marriott 12/15/2005

**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).
- On 12/29/98 Stock Appreciation Rights were obtained upon the conversion of previously held stock options, as adjusted for the (1) distribution of the stock of Crestline Capital Corporation to Host Marriott Corporation shareholders, to preserve equal value of the cancelled stock options.

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.