

HOST MARRIOTT CORP/
Form 4
October 14, 2005

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

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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

(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)
10/12/2005

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)

Chairman of the Board

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)
			Code	V	Amount	(D)	Price
Common Stock					5,369,700	D	
Common Stock - Other					1,303,066	I	by Partnership
Common Stock - Retirement Shares					1,800	D	
Common Stock -					505,962	I	by Trust

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SpTrstee			
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 07	111,388	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 - Trust 11	77,117	I	by Trust
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 15	62,824	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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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Appreciation Rights	\$ 1.199	10/12/2005		J	29,930	02/01/1999 01/15/2006 ⁽¹⁾	Common Stock 29
Stock Appreciation Rights ⁽²⁾	\$ 2.2075					02/01/1999 10/03/2006	Common Stock 19
Stock Appreciation Rights ⁽²⁾	\$ 2.707					02/01/1999 10/20/2007	Common Stock 19

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

Richard E.
Marriott

10/14/2005

**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).

(1) Expiration Date extended from 10/12/05 to 1/15/06.

On 12/29/98 Stock Appreciation Rights were obtained upon the conversion of previously held stock options, as adjusted for the

(2) 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.

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