

HOST MARRIOTT CORP/
Form 4
October 14, 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

(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) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) 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 |

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| | | | |
|-------------------------|--------|---|----------|
| 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.

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.

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of |
| Stock Appreciation Rights | \$ 1.199 | 10/12/2005 | | J | 29,930 | 02/01/1999 | 01/15/2006 ⁽¹⁾ | Common Stock | 29,930 |
| Stock Appreciation Rights ⁽²⁾ | \$ 2.2075 | | | | | 02/01/1999 | 10/03/2006 | Common Stock | 10,000 |
| Stock Appreciation Rights ⁽²⁾ | \$ 2.707 | | | | | 02/01/1999 | 10/20/2007 | Common Stock | 10,000 |

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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