

LARSON GREGORY J  
 Form 4  
 December 06, 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 \*  
 LARSON GREGORY J

(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)  
 12/02/2005

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)  
 Sr. Vice President & Treasurer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |                                   |
| Common Stock                    | 12/02/2005                           |  | M                              | 7,400 A \$ 0  | 59,287  | D  |                                   |
| Common Stock                    | 12/05/2005                           |  | M                              | 2,600 A \$ 0  | 61,887  | D  |                                   |
| Deferred Bonus Stock Award      |                                      |  |                                |   | 3,355   | D  |                                   |
| Restricted Stock                |                                      |  |                                |   | 21,307  | 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 (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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy)  | \$ 8.24  | 12/02/2005                           |  | M                              | 7,400  | 11/01/2002 11/01/2017                                    | Common Stock  | 7,400                      |
| Non-Qualified Stock Option (right to buy)  | \$ 8.24  | 12/05/2005                           |  | M                              | 2,600  | 11/01/2002 11/01/2017                                    | Common Stock  | 2,600                      |
| Non-Qualified Stock Option (right to buy)  | \$ 8.9688  |                                      |  |                                |  | 11/02/1999 11/02/2014                                    | Common Stock  | 11,200                     |
| Non-Qualified Stock Option (right to buy)  | \$ 10.3125   |                                      |  |                                |  | 11/08/2000 11/08/2015                                    | Common Stock  | 32,500                     |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LARSON GREGORY J  
6903 ROCKLEDGE DRIVE  
SUITE 1500  
BETHESDA, MD 20817

Sr. Vice President & Treasurer

## Signatures

By: Elizabeth A. Abdo For: Gregory J. Larson

12/06/2005

\_\_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).

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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