FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| illigion, D.C. 20049 | OMB | Α |
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PPROVAL

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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| OMB Number: 3235-028 | | | | | | |
| Estimated average burden | | | | | | |
| hours per response: | 0.5 | | | | | |

| 1. Name and Address of Reporting Person* MCHALE JUDITH A | | | | | 2. Issuer Name and Ticker or Trading Symbol HOST MARRIOTT CORP/ [HMT] | | | | | | | | | ble) | Perso | 10% Ow | ner | |
|---|--|--|---|--------------|--|--|------------|--|---------------------|-------------------|--|--|---|---|---|------------------------------------|--|--|
| (Last) (First) (Middle) 6903 ROCKLEDGE DRIVE | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 01/31/2006 | | | | | | | | | Officer (below) | give title | | Other (s below) | pecify |
| SUITE 1500 | | | | 4 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | Individual or Joint/Group Filing (Check Applicable Line) | | | | | | |
| (Street) BETHES | SDA M | ID | 20817 | | | | | | | X | | | | | ng | | | |
| (City) | (S | state) | (Zip) | | | | | | | | | | | | | | | |
| | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | | |
| Date | | | 2. Transac Date Month/Da | | 2A. Deemed Execution Date if any (Month/Day/Yea | | Code (Inst | | ion Disposed Of (D) | | es Acquired (A) or Of (D) (Instr. 3, 4 an | | 5. Amount Securities Beneficial Owned Fo Reported | ly | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership | |
| | | | | | | | Code | v | Amount | Amount (A) or (D) | | rice | Transactio (Instr. 3 ar | on(s) | | | Instr. 4) | |
| | 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) | Code (Instr. | | 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) | | | d 7. Title and Amo Securities Unde Derivative Secu (Instr. 3 and 4) | | rlying | 8. Price of Derivative Security (Instr. 5) | 9. Number derivative Securities Beneficial Owned Following Reported Transactio | e Ow s For lily Dire or I | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code | v | (A) | (D) | Date Exercisabl | | xpiration ate | Title | | unt or ber of es | | (Instr. 4) | 10.11(3) | | |
| Non- Employee Director Def. Stock Units | \$0 | 01/31/2006 | | A | | 177.5718 | | (1) | | (1) | Common Stock | 177. | .5718 | \$19.945 | 7,320.4 | 515 | D | |

Explanation of Responses:

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

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

02/01/2006

** Signature of Reporting Person

Date

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

- * 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.

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 Number.