

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

| | | |
|--|--|--|
| 1. Name and Address of Reporting Person* <u>MARRIOTT RICHARD E</u> (Last) (First) (Middle) 6903 ROCKLEDGE DRIVE SUITE 1500 (Street) BETHESDA MD 20817 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>HOST MARRIOTT CORP/ [HMT]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman of the Board |
| | 3. Date of Earliest Transaction (Month/Day/Year) 12/13/2005 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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

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) | 4. Transaction Code (Instr. 8) | 5. Transaction Code V | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--------------------------------|-----------------------|--|---|--|--|---|--|
| Stock Appreciation Rights | \$1.199 | 12/13/2005 | M | V | 12/12/1994 - 01/15/2006 | Common Stock 29,930 | \$0 | 0 | D | |
| Stock Appreciation Rights ⁽¹⁾ | \$2.2075 | 12/13/2005 | M | | 10/03/1995 - 10/03/2006 | Common Stock 19,395 | \$0 | 0 | D | |
| Stock Appreciation Rights ⁽¹⁾ | \$2.707 | 12/13/2005 | M | | 10/20/1996 - 10/20/2007 | Common Stock 17,360 | \$0 | 0 | D | |

Explanation of Responses:

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

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

** 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.