

MCHALE JUDITH A  
Form 4  
December 02, 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 \*  
MCHALE JUDITH A

(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)  
11/30/2005

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)

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Restricted-Annual Director Stock Award |                                      |  |                                | (A)<br>or<br>(D)  | 8,792.013   | 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)**

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| 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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title                                    |
| Non-Employee Director Def. Stock Units     | \$ 0   | 11/30/2005                           |  | A                              | 406.108   | 11/30/2005 <sup>(1)</sup> 11/30/2015 <sup>(1)</sup>      | Common Stock                             |
| Non-Employee Director Def. Stock Units     | \$ 0   |                                      |  |                                |   | 01/31/2003 <sup>(1)</sup> 01/31/2013 <sup>(1)</sup>      | Common Stock                             |
| Non-Employee Director Def. Stock Units     | \$ 0   |                                      |  |                                |   | 02/28/2003 <sup>(1)</sup> 02/28/2013 <sup>(1)</sup>      | Common Stock                             |
| Non-Employee Director Def. Stock Units     | \$ 0   |                                      |  |                                |   | 03/31/2003 <sup>(1)</sup> 03/31/2013 <sup>(1)</sup>      | Common Stock                             |
| Non-Employee Director Def. Stock Units     | \$ 0   |                                      |  |                                |   | 04/30/2003 <sup>(1)</sup> 04/30/2013 <sup>(1)</sup>      | Common Stock                             |
| Non-Employee Director Def. Stock Units     | \$ 0   |                                      |  |                                |   | 05/30/2003 <sup>(1)</sup> 05/31/2013 <sup>(1)</sup>      | Common Stock                             |
| Non-Employee Director Def. Stock Units     | \$ 0   |                                      |  |                                |   | 06/30/2003 <sup>(1)</sup> 06/30/2013 <sup>(1)</sup>      | Common Stock                             |
| Non-Employee Director Def. Stock Units     | \$ 0   |                                      |  |                                |   | 07/31/2003 <sup>(1)</sup> 07/31/2013 <sup>(1)</sup>      | Common Stock                             |
| Non-Employee Director Def. Stock Units     | \$ 0   |                                      |  |                                |   | 08/29/2003 <sup>(1)</sup> 08/29/2013 <sup>(1)</sup>      | Common Stock                             |
| Non-Employee Director Def. Stock Units     | \$ 0   |                                      |  |                                |   | 08/31/2004 <sup>(1)</sup> 08/31/2013 <sup>(1)</sup>      | Common Stock                             |
| Non-Employee Director Def. Stock Units     | \$ 0   |                                      |  |                                |   | 09/30/2003 <sup>(1)</sup> 09/30/2013 <sup>(1)</sup>      | Common Stock                             |
| Non-Employee Director Def. Stock Units     | \$ 0   |                                      |  |                                |   | 10/29/2004 <sup>(1)</sup> 10/29/2013 <sup>(1)</sup>      | Common Stock                             |

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|  |      |                           |                           |                 |
|--|------|---------------------------|---------------------------|-----------------|
| Non-Employee<br>Director Def.<br>Stock Units | \$ 0 | 10/31/2003 <sup>(1)</sup> | 10/31/2013 <sup>(1)</sup> | Common<br>Stock |
| Non-Employee<br>Director Def.<br>Stock Units | \$ 0 | 11/28/2003 <sup>(1)</sup> | 11/28/2013 <sup>(1)</sup> | Common<br>Stock |
| Non-Employee<br>Director Def.<br>Stock Units | \$ 0 | 12/31/2003 <sup>(1)</sup> | 12/31/2013 <sup>(1)</sup> | Common<br>Stock |
| Non-Employee<br>Director Def.<br>Stock Units | \$ 0 | 01/30/2004 <sup>(1)</sup> | 01/30/2014 <sup>(1)</sup> | Common<br>Stock |
| Non-Employee<br>Director Def.<br>Stock Units | \$ 0 | 02/27/2004 <sup>(1)</sup> | 02/27/2014 <sup>(1)</sup> | Common<br>Stock |
| Non-Employee<br>Director Def.<br>Stock Units | \$ 0 | 03/31/2004 <sup>(1)</sup> | 03/31/2014 <sup>(1)</sup> | Common<br>Stock |
| Non-Employee<br>Director Def.<br>Stock Units | \$ 0 | 04/30/2004 <sup>(1)</sup> | 04/30/2014 <sup>(1)</sup> | Common<br>Stock |
| Non-Employee<br>Director Def.<br>Stock Units | \$ 0 | 05/28/2004 <sup>(1)</sup> | 05/28/2014 <sup>(1)</sup> | Common<br>Stock |
| Non-Employee<br>Director Def.<br>Stock Units | \$ 0 | 06/30/2004 <sup>(1)</sup> | 06/30/2014 <sup>(1)</sup> | Common<br>Stock |
| Non-Employee<br>Director Def.<br>Stock Units | \$ 0 | 07/30/2004 <sup>(1)</sup> | 07/30/2014 <sup>(1)</sup> | Common<br>Stock |
| Non-Employee<br>Director Def.<br>Stock Units | \$ 0 | 11/30/2004 <sup>(1)</sup> | 11/30/2014 <sup>(1)</sup> | Common<br>Stock |
| Non-Employee<br>Director Def.<br>Stock Units | \$ 0 | 12/31/2004 <sup>(1)</sup> | 12/31/2014 <sup>(1)</sup> | Common<br>Stock |
| Non-Employee<br>Director Def.<br>Stock Units | \$ 0 | 01/31/2005 <sup>(1)</sup> | 01/31/2015 <sup>(1)</sup> | Common<br>Stock |
| Non-Employee<br>Director Def.<br>Stock Units | \$ 0 | 02/28/2005 <sup>(1)</sup> | 02/28/2015 <sup>(1)</sup> | Common<br>Stock |
| Non-Employee<br>Director Def.                | \$ 0 | 03/31/2005 <sup>(1)</sup> | 03/31/2015 <sup>(1)</sup> | Common<br>Stock |

Stock Units

Non-Employee  
Director Def. \$ 0  
Stock Units

04/29/2005<sup>(1)</sup> 04/29/2015<sup>(1)</sup>

Common  
Stock

Non-Employee  
Director Def. \$ 0  
Stock Units

05/31/2005<sup>(1)</sup> 05/31/2015<sup>(1)</sup>

Common  
Stock

Non-Employee  
Director Def. \$ 0  
Stock Units

06/30/2005<sup>(1)</sup> 06/30/2015<sup>(1)</sup>

Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| MCHALE JUDITH A<br>6903 ROCKLEDGE DRIVE<br>SUITE 1500<br>BETHESDA, MD 20817 | X             |           |         |       |

## Signatures

By: Elizabeth A. Abdo For: Judith A.  
McHale

12/02/2005

\_\_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).

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.