

MCHALE JUDITH A
Form 4
October 18, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

2. Issuer Name and Ticker or Trading Symbol
HOST MARRIOTT CORP/ [HMT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6903 ROCKLEDGE DRIVE, SUITE 1500

3. Date of Earliest Transaction (Month/Day/Year)
10/17/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BETHESDA, MD 20817

(City) (State) (Zip)

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			
Restricted-Annual Director Stock Award	10/17/2005		A ⁽¹⁾	56.9229 A \$ 16.88	8,792.013	D	

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

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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	10/17/2005		A	39.4425	<u>(2)</u> <u>(2)</u>	Common Stock
Non-Employee Director Def. Stock Units	\$ 0					01/31/2003 ⁽³⁾ 01/31/2013 ⁽³⁾	Common Stock
Non-Employee Director Def. Stock Units	\$ 0					02/28/2003 ⁽³⁾ 02/28/2013 ⁽³⁾	Common Stock
Non-Employee Director Def. Stock Units	\$ 0					03/31/2003 ⁽³⁾ 03/31/2013 ⁽³⁾	Common Stock
Non-Employee Director Def. Stock Units	\$ 0					04/30/2003 ⁽³⁾ 04/30/2013 ⁽³⁾	Common Stock
Non-Employee Director Def. Stock Units	\$ 0					05/30/2003 ⁽³⁾ 05/31/2013 ⁽³⁾	Common Stock
Non-Employee Director Def. Stock Units	\$ 0					06/30/2003 ⁽³⁾ 06/30/2013 ⁽³⁾	Common Stock
Non-Employee Director Def. Stock Units	\$ 0					07/31/2003 ⁽³⁾ 07/31/2013 ⁽³⁾	Common Stock
Non-Employee Director Def. Stock Units	\$ 0					08/29/2003 ⁽³⁾ 08/29/2013 ⁽³⁾	Common Stock
Non-Employee Director Def. Stock Units	\$ 0					08/31/2004 ⁽³⁾ 08/31/2013 ⁽³⁾	Common Stock
Non-Employee Director Def. Stock Units	\$ 0					09/30/2003 ⁽³⁾ 09/30/2013 ⁽³⁾	Common Stock
Non-Employee Director Def. Stock Units	\$ 0					10/29/2004 ⁽³⁾ 10/29/2013 ⁽³⁾	Common Stock

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Non-Employee Director Def. Stock Units	\$ 0	10/31/2003 ⁽³⁾	10/31/2013 ⁽³⁾	Common Stock
Non-Employee Director Def. Stock Units	\$ 0	11/28/2003 ⁽³⁾	11/28/2013 ⁽³⁾	Common Stock
Non-Employee Director Def. Stock Units	\$ 0	12/31/2003 ⁽³⁾	12/31/2013 ⁽³⁾	Common Stock
Non-Employee Director Def. Stock Units	\$ 0	01/30/2004 ⁽³⁾	01/30/2014 ⁽³⁾	Common Stock
Non-Employee Director Def. Stock Units	\$ 0	02/27/2004 ⁽³⁾	02/27/2014 ⁽³⁾	Common Stock
Non-Employee Director Def. Stock Units	\$ 0	03/31/2004 ⁽³⁾	03/31/2014 ⁽³⁾	Common Stock
Non-Employee Director Def. Stock Units	\$ 0	04/30/2004 ⁽³⁾	04/30/2014 ⁽³⁾	Common Stock
Non-Employee Director Def. Stock Units	\$ 0	05/28/2004 ⁽³⁾	05/28/2014 ⁽³⁾	Common Stock
Non-Employee Director Def. Stock Units	\$ 0	06/30/2004 ⁽³⁾	06/30/2014 ⁽³⁾	Common Stock
Non-Employee Director Def. Stock Units	\$ 0	07/30/2004 ⁽³⁾	07/30/2014 ⁽³⁾	Common Stock
Non-Employee Director Def. Stock Units	\$ 0	11/30/2004 ⁽³⁾	11/30/2014 ⁽³⁾	Common Stock
Non-Employee Director Def. Stock Units	\$ 0	12/31/2004 ⁽³⁾	12/31/2014 ⁽³⁾	Common Stock
Non-Employee Director Def. Stock Units	\$ 0	01/31/2005 ⁽³⁾	01/31/2015 ⁽³⁾	Common Stock
Non-Employee Director Def. Stock Units	\$ 0	02/28/2005 ⁽³⁾	02/28/2015 ⁽³⁾	Common Stock
Non-Employee Director Def.	\$ 0	03/31/2005 ⁽³⁾	03/31/2015 ⁽³⁾	Common Stock

Stock Units

Non-Employee
Director Def. \$ 0
Stock Units

04/29/2005⁽³⁾ 04/29/2015⁽³⁾

Common
Stock

Non-Employee
Director Def. \$ 0
Stock Units

05/31/2005⁽³⁾ 05/31/2015⁽³⁾

Common
Stock

Non-Employee
Director Def. \$ 0
Stock Units

06/30/2005⁽³⁾ 06/30/2015⁽³⁾

Common
Stock

Reporting Owners

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

Signatures

By: William Kelso For: Judith A.
McHale

10/18/2005

**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) Pursuant to the Comprehensive Stock Incentive Plan, reporting person is required to reinvest cash dividends paid on shares of restricted stock into additional shares of unrestricted common stock.
- (2) Pursuant to the Restricted Stock Plan, reporting person is required to reinvest cash dividends in shares of additional Host Marriott Corporation common stock.

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

- (3) 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.

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