

MARRIOTT RICHARD E
Form 4
December 15, 2005

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARRIOTT RICHARD E

(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)

12/13/2005

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)

Chairman of the Board

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)
			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

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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 -						77,117	I	by Trust

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Trust 11				
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		

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 Acquired (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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights	\$ 1.199	12/13/2005		M		29,930		12/12/1994	01/15/2006	Common Stock	29,930
	\$ 2.2075	12/13/2005		M		19,395		10/03/1995	10/03/2006		19,395

Stock
Appreciation
Rights ⁽¹⁾

Common
Stock

Stock

Appreciation \$ 2.707 12/13/2005

M

17,360 10/20/1996 10/20/2007

Common
Stock

17,3

Rights ⁽¹⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARRIOTT RICHARD E 6903 ROCKLEDGE DRIVE SUITE 1500 BETHESDA, MD 20817	X		Chairman of the Board	

Signatures

By: Elizabeth A. Abdoo For: Richard E.
Marriott

12/15/2005

 **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).

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

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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