

WAGONER PAMELA K  
Form 4  
February 13, 2006

**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 \*  
WAGONER PAMELA K

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  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/09/2006

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_\_ Other (specify below)  
Senior Vice President

BETHESDA, MD 20817

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

(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 Ownership (Instr. 4) |        |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |        |   |
| Common Stock                    | 02/09/2006                           |  | A <sup>(1)</sup>               |   | 11,126  | A  | \$ 20                             | 65,844 | D |
| Common Stock                    | 02/09/2006                           |  | F                              |   | 4,805   | D  | \$ 20                             | 61,039 | D |
| Common Stock                    | 02/09/2006                           |  | A <sup>(1)</sup>               |   | 6,250   | A  | \$ 20                             | 67,289 | D |
| Common Stock                    | 02/09/2006                           |  | F                              |   | 2,576   | D  | \$ 20                             | 64,713 | D |
| Restricted Stock                | 02/09/2006                           |  | A <sup>(1)</sup>               |   | 11,126  | D  | \$ 20                             | 0      | D |

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|                            |            |                  |        |   |          |        |   |
|----------------------------|------------|------------------|--------|---|----------|--------|---|
| Restricted Stock           | 02/09/2006 | A                | 25,000 | A | \$ 20    | 25,000 | D |
| Restricted Stock           | 02/09/2006 | A <sup>(1)</sup> | 6,250  | D | \$ 20    | 18,750 | D |
| Restricted Stock           | 02/09/2006 | A                | 52,265 | A | \$ 17.88 | 71,015 | D |
| Deferred Bonus Stock Award |            |                  |        |   |          | 1,288  | D |

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

**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 control number.**

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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 Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy)  | \$ 7.095   |                                      |  |                                |   | 11/02/2001   | 11/02/2016  | Common Stock | 2,750                      |
| Non-Qualified Stock Option (right to buy)  | \$ 7.6   |                                      |  |                                |   | 10/08/2001   | 10/08/2016  | Common Stock | 6,250                      |
| Non-Qualified Stock Option (right to buy)  | \$ 8.24  |                                      |  |                                |   | 11/01/2002   | 11/01/2017  | Common Stock | 14,628                     |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director   10% Owner   Officer   Other

WAGONER PAMELA K  
6903 ROCKLEDGE DRIVE  
SUITE 1500  
BETHESDA, MD 20817

Senior Vice President

## Signatures

By: Elizabeth A. Abdo For: Pamela  
Wagoner

02/13/2006

\_\_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) This transaction represents the release of restrictions on shares of restricted stock which vests on a periodic basis, and inclusion of such shares into unrestricted common stock.

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