

LARSON GREGORY J
Form 5
February 14, 2006

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
LARSON GREGORY J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Sr. Vice President & Treasurer

(Last) (First) (Middle)

6903 ROCKLEDGE DRIVE, SUITE 1500
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

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

6. Individual or Joint/Group Reporting

(check applicable line)

BETHESDA, MD 20817

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	11/29/2005	Â	S4 ⁽¹⁾	3,200	D	\$ 8.24	21,887	D	Â
Common Stock	11/30/2005	Â	S4 ⁽¹⁾	10,000	D	\$ 18.0231	24,387	D	Â
Common Stock	11/30/2005	Â	S4 ⁽¹⁾	2,500	D	\$ 17.9	21,887	D	Â
Common Stock	12/01/2005	Â	S4 ⁽¹⁾	14,300	D	\$ 18.007	21,887	D	Â

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Common Stock	12/02/2005	Â	S4 ⁽¹⁾	7,400	D	\$ 18.5024	21,887	D	Â
Common Stock	12/05/2005	Â	S4 ⁽¹⁾	2,600	D	\$ 18.5273	21,887	D	Â
Common Stock	12/06/2005	Â	S4 ⁽¹⁾	5,000	D	\$ 18.38	26,887	D	Â
Common Stock	12/06/2005	Â	S4 ⁽¹⁾	5,000	D	\$ 18.38	21,887	D	Â
Common Stock	12/07/2005	Â	S4 ⁽¹⁾	11,250	D	\$ 18.4658	21,887	D	Â
Deferred Bonus Stock Award	Â	Â	Â	Â	Â	Â	3,355	D	Â
Restricted Stock	Â	Â	Â	Â	Â	Â	21,307	D	Â

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)

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)		
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 8.24	Â	Â	Â	Â	11/01/2002	11/01/2017	Common Stock	12,500
Non-Qualified Stock Option (right to buy)	\$ 10.3125	Â	Â	Â	Â	11/08/2000	11/08/2015	Common Stock	32,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LARSON GREGORY J 6903 ROCKLEDGE DRIVE SUITE 1500 BETHESDA, MD 20817	^	^	^ Sr. Vice President & Treasurer	^

Signatures

By: Elizabeth A. Abdo For: Gregory J.
Larson

02/14/2006

__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).

The sale of the transactions reported on this Form 5 are a result of a Broker-Assisted Cashless Exercise (Exercise and Immediate Sale (1) through a Broker) that occurred from the reporting person's stock option exercises. The stock option exercises were reported on the appropriate Form 4 at the time of the exercise, but the actual sale was not reported.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.