

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

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

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

(Street)
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 ⁽¹⁾		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 ⁽¹⁾		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 ⁽¹⁾		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 ⁽¹⁾	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.

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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 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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