

WAGONER PAMELA K  
 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 \*  
**WAGONER PAMELA K**

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

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)  
**Senior Vice President**

6. Individual or Joint/Group Reporting

(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 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)
				(A) or (D) Amount Price			
Common Stock	11/29/2004	Â	S4 <sup>(1)</sup>	14,627 D \$ 8.24	34,327	D	Â
Common Stock	11/29/2004	Â	S4 <sup>(1)</sup>	18,750 D \$ 7.6	15,577	D	Â
Common Stock	11/29/2004	Â	S4 <sup>(1)</sup>	8,250 D \$ 7.095	7,327	D	Â
Deferred Bonus	Â	Â	Â	Â Â Â	1,288	D	Â

Stock  
Award

Restricted Stock     Â                     Â                     Â                     Â                     Â                     11,126                     D                     Â

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)	Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Non-Qualified Stock Option (right to buy)	\$ 7.095	Â	Â	Â	Â	Â	11/02/2001	11/02/2016	Common Stock	2,7
Non-Qualified Stock Option (right to buy)	\$ 7.6	Â	Â	Â	Â	Â	10/08/2001	10/08/2016	Common Stock	6,2
Non-Qualified Stock Option (right to buy)	\$ 8.24	Â	Â	Â	Â	Â	11/01/2002	11/01/2017	Common Stock	14,6

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WAGONER PAMELA K 6903 ROCKLEDGE DRIVE SUITE 1500 BETHESDA, MD 20817	Â	Â	Â Senior Vice President	Â

## Signatures

By: Elizabeth A. Abdoo For: Pamela K.  
Wagoner

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 transactions reported on this Form 5 were from an exercise of stock options that occurred in 2004 and previously reported on (1) reporting person's Form 4; however the sale of the stock option exercise from the common stock was inadvertently not reported. Thus, reporting person is reporting the sale of the common stock that occurred in 2004 to rectify the error that occurred in 2004.

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.