

## SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Notice of Application of Host Marriott Corporation to Withdraw its Common Stock, \$.01 par value and Purchase Share Rights for Series A Junior Participating Preferred Stock, \$.01 par value, from Listing and Registration on the Pacific Exchange, Inc.  
File No. 1-14625

March 9, 2006

On March 3, 2006, Host Marriott Corporation, a Maryland corporation ("Issuer"), filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act")<sup>1</sup> and Rule 12d2-2(d) thereunder,<sup>2</sup> to withdraw its common stock, \$.01 par value, and purchase share rights for series A junior participating preferred stock, \$.01 par value (collectively "Securities"), from listing and registration on the Pacific Exchange, Inc. ("PCX").

The Board of Directors ("Board") approved resolutions on February 9, 2006, to delist the Securities from listing and registration on PCX. The Issuer stated that the following reasons factored into the Board's decision: (i) there is very little activity in the Securities on PCX; (ii) the low trading volume of the Securities on PCX does not justify the expense of continued listing, and such continued listing is considered by the Board to be a misuse of corporate resources; and (iii) the Securities are listed on the New York Stock Exchange, Inc. ("NYSE") and will continue to be listed on NYSE.

The Issuer stated in its application that it has complied with applicable rules of PCX by complying with all applicable laws in effect in the State of Maryland, the state in which it is

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<sup>1</sup> 15 U.S.C. 781(d).

<sup>2</sup> 17 CFR 240.12d2-2(d).

incorporated, and by providing PCX with the required documents governing the withdrawal of securities from listing and registration on PCX.

The Issuer's application relates solely to the withdrawal of the Securities from listing on PCX and shall not affect their continued listing on NYSE, the Chicago Stock Exchange, Inc. ("CHX"),<sup>3</sup> or their obligation to be registered under Section 12(b) of the Act.<sup>4</sup>

Any interested person may, on or before April 3, 2006, comment on the facts bearing upon whether the application has been made in accordance with the rules of PCX, and what terms, if any, should be imposed by the Commission for the protection of investors. All comment letters may be submitted by either of the following methods:

Electronic comments:

- Send an e-mail to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include the File Number 1-14625 or;

Paper comments:

- Send paper comments in triplicate to Nancy M. Morris, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number 1-14625. This file number should be included on the subject line if e-mail is used. To help us process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/delist.shtml>). Comments are also available for public inspection and copying in the Commission's Public Reference Room. All

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<sup>3</sup> The Issuer filed an application with the Commission to withdraw the Securities from listing and registration on CHX on March 3, 2006. Notice of such application will be published separately.

<sup>4</sup> 15 U.S.C. 781(b).

comments received will be posted without change; we do not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

The Commission, based on the information submitted to it, will issue an order granting the application after the date mentioned above, unless the Commission determines to order a hearing on the matter.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.<sup>5</sup>

Nancy M. Morris  
Secretary

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<sup>5</sup> 17 CFR 200.30-3(a)(1).