

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2004-08-12** | Period of Report: **2004-08-11**

SEC Accession No. **0001070750-04-000117**

([HTML Version](#) on secdatabase.com)

ISSUER

HOST MARRIOTT CORP/

CIK: **1070750** | IRS No.: **530085950** | State of Incorporation: **MD** | Fiscal Year End: **1231**
SIC: **6798** Real estate investment trusts

Mailing Address

HOST MARRIOTT CORP
6903 ROCKLEDGE DR., SUITE
1500
BETHESDA MD 20817-1109

Business Address

6903 ROCKLEDGE DR
SUITE 1500
BETHESDA MD 20817
240-744-1000

REPORTING OWNER

MARRIOTT RICHARD E

CIK: **1076334**
Type: **4** | Act: **34** | File No.: **001-14625** | Film No.: **04969598**

Mailing Address

10400 FERNWOOD ROAD
BETHESDA MD 20817

Business Address

10400 FERNWOOD ROAD
BETHESDA MD 20817
3013809000

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: 02/28/2011
 Estimated average burden hours per response 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 MARRIOTT RICHARD E			2. Issuer Name and Ticker or Trading Symbol HOST MARRIOTT CORP/ [HMT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman of the Board		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/11/2004			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
10400 FERNWOOD ROAD			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) BETHESDA, MD 20817								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock - Spouse								75,364	I	by Spouse
Common Stock - Trust 03								136,739	I	by Trust
Common Stock - Trust 04								125,480	I	by Trust
Common Stock - Trust 05								125,480	I	by Trust
Common Stock - Trust 06								136,739	I	by Trust
Common Stock - Trust 07								111,388	I	by Trust
Common Stock - Trust 08								125,480	I	by Trust
Common Stock - Trust 09								125,480	I	by Trust
Common Stock - Trust 10								136,788	I	by Trust
Common Stock - Trust 11								77,117	I	by Trust
Common Stock - Trust 12								70,770	I	by Trust
Common Stock - Trust 13								70,770	I	by Trust
Common Stock - Trust 14								77,117	I	by Trust
Common Stock - Trust 15								62,824	I	by Trust
Common Stock - Trust 16								70,770	I	by Trust
Common Stock - Trust 17								70,770	I	by Trust

Common Stock - Trust 18										77,139	I	by Trust
Common Stock - Trustee										134,689	I	by Trust
Restricted Stock										3,200	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Appreciation Rights ⁽¹⁾	\$1.199							02/01/1999	10/12/2005	Common Stock	29,930		29,930	D	
Stock Appreciation Rights ⁽¹⁾	\$2.2075							02/01/1999	10/03/2006	Common Stock	19,395		19,395	D	
Stock Appreciation Rights ⁽¹⁾	\$2.707							02/01/1999	10/20/2007	Common Stock	17,360		17,360	D	

Explanation of Responses:

- On 12/29/98 Stock Appreciation Rights were obtained upon the conversion of previously held stock options, as adjusted for the distribution of the stock of Crestline Capital Corporation to Host Marriott Corporation shareholders, to preserve equal value of the cancelled stock options.

Signatures

By: Elizabeth A. Abdo For: Richard E. Marriott

** Signature of Reporting Person

08/12/2004

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.