FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	OMB APPE	ROVAL
	OMB Number:	3235-0287
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 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]								Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner						
(Last) 10400 FEI	(Firs	,	(Middle) 3. Date of Earliest Transaction (Month/Day/Year) 03/25/2004									\dashv	X Officer (give title below) Other (specify below) Chairman of the Board						
(Street) BETHESDA MD 20817						4. If Amendment, Date of Original Filed (Month/Day/Year)								Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person					
(City)	(Sta	ite) (Z	Ľip)									Form filed by More than One Reporting Person							
		Table	e I - No	on-Deriv	ative	Securities	s Ac	quire	d, Di	sposed of	, or Be	neficial	ly Owned						
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transa Code (8)		5)			Securities Beneficially Owned Following Reported		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	Transaction (Instr. 3 and	d 4)					
Common S		tee		03/25/2	2004			S		25,000	D	\$12.24			I		y Trust		
Common S	Stock												5,369,	700	I)			
Common S	Stock - Othe	er											2,503,	066	I	b P	y artnership		
Common S	Stock - Reti	rement Shares											1,80	0	Γ				
Common S	Stock - SpTi	rstee											603,8	28	I	i b	y Trust		
Common S	Stock - Spou	ıse											75,30	64	1	[b	y Spouse		
Common S	Stock - Trus	t 03											136,7	'39	I	[b	y Trust		
Common S	Stock - Trus	t 04											125,4	80	I	i b	y Trust		
Common S	Stock - Trus	t 05											125,4	80	1	[b	y Trust		
Common S	Stock - Trus	t 06											136,7	'39	I	[b	y Trust		
Common Stock - Trust 07											111,3	88	1	[b	y Trust				
Common Stock - Trust 08											125,4	80	I	[b	y Trust				
Common S	Stock - Trus	t 09											125,4	80	I	[b	y Trust		
Common S	Stock - Trus	t 10										136,788		I	[b	y Trust			
Common S	Stock - Trus	t 11											77,1	17	I	i b	y Trust		
Common S	Stock - Trus	t 12											70,7	70	1	I by Tr			
Common S	Stock - Trus	t 13											70,7	70	I	[b	y Trust		
Common S	Stock - Trus	t 14											77,11	17	1	[b	y Trust		
Common S	Stock - Trus	t 15											62,82	24	1	[b	y Trust		
Common S	Stock - Trus	t 16											70,7	70	I	[b	y Trust		
Common S	Stock - Trus	t 17											70,7	70	I	[b	y Trust		
Common S	Stock - Trus	t 18											77,13	39	I	[b	y Trust		
Restricted	Stock												3,200 I		D				
		Ta	able II							posed of, convertib			Owned				1		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	if any		4. Transa Code (I 8)	5. Nur	nber ative ities red sed 3, 4	6. Date Exerc		6. Date Exercisable and Expiration Date (Month/Day/Year)		nd Amount ties ng e Security und 4)	8. Price of Derivative Security (Instr. 5)	ve derivative Securities		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)		

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction	able II - Deriva (e.g., p 3A. Deemed Execution Date, if any		alls, v		ants n(D)r	uired, Dis , options, Date Expatis Enter of Expiration Da (Month/Day/)	CONVERTION Expiration Statute and		ritions)r of d Simaoesnt es	8. Price of Derivative Security	9. Number of derivative Securities	10. Ownership Form:	11. Nature of Indirect Beneficial
(Instr. 3)	Price of Derivative Security	(wonunDay/real)	(Month/Day/Year)	8)	(mau.	Secu Acqu (A) o Dispo of (D (Insti	rities pired r osed) r. 3, 4	(wonth/bay/)	icai)	Derivative Security (Instr. 3 and 4)		(Instr. 5)	Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
				and 5)											
								Date	Expiration		Amount or Number of				
-Stock Appreciation Rights ⁽¹⁾	\$1.199			Code	\ <u>\</u>	(A)	(D)	02/01/1999	10/12/2005	Common Stock	Shares 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:

1. 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.

By: Elizabeth A. Abdoo For:

03/26/2004

Richard E. Marriott

** Signature of Reporting Person

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.

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