SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPR | OVAL |
|-----------------------|-----------|
| OMB Number: | 3235-0287 |
| Estimated average bur | den |
| hours per response: | 0.5 |

| 1 | ss of Reporting Perso | | 2. Issuer Name and Ticker or Trading Symbol HOST MARRIOTT CORP/ [HMT] | | tionship of Reporting Person(s) to Issuer (all applicable) Director 10% Owner | | |
|-----------------------------------|-----------------------|---------------------|--|------------------------|--|-----------------------|--|
| (Last) PO BOX 3599 | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 07/15/2005 | | Officer (give title below) | Other (specify below) | |
| (Street) BATTLECREEK (City) | (State) | 49016-3599 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | ridual or Joint/Group Filing (Form filed by One Repor Form filed by More than (Person | ting 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. Transa Code (8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | 5. Amount of 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(s) (Instr. 3 and 4) | | (1130.4) |
| Restricted-Annual Director Stock Award | 07/15/2005 | | A ⁽¹⁾ | | 126.6151 | Α | \$17.69 | 22,524.8368 | D | |
| Restricted-Special One Time Award | 07/15/2005 | | A ⁽¹⁾ | | 61.1504 | Α | \$17.69 | 10,878.6691 | D | |
| Common Stock | | | | | | | | 1,087 | 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) | | Transaction of Code (Instr. Derivative | | Expiration Date (Month/Day/Year) | | ation Date Amount of | | | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: 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 | | | | |

Explanation of Responses:

1. Pursuant to the Comprehensive Stock Incentive Plan, reporting person is required to reinvest cash dividends paid on shares of restricted stock into additional shares of unrestricted common stock.

By: Elizabeth A. Abdoo For: Ann McLaughlin Korologos

07/18/2005

Date

** Signature of Reporting Person

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.