$\Box$ 

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

## 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 APPROVAL
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	ss of Reporting Perso		2. Issuer Name and Ticker or Trading Symbol HOST MARRIOTT CORP/ [ HMT ]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner			
(Last) 10400 FERNWC	(First) DOD ROAD	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 05/04/2004							Officer (give title below)		(specify
(Street) BETHESDA (City)	MD (State)	20817 (Zip)	4.	4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Indiv Line) X	vidual or Joint/Group Form filed by One Form filed by Mor Person	e Reporting Pers	on
	Т	able I - Nor	-Derivativ	ive Se	ecurities Acqu	uired,	Disp	osed of, o	r Bene	ficially	Owned		
Date			2. Transactic Date (Month/Day/	·	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 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		
				Code V Amount (A) or (D)						Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock											5,369,700	D	

Common Stock				5,369,700	D	
Common Stock - Retirement Shares				1,800	D	
Common Stock - SpTrstee				603,828	I	by Trust
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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

		Ta	able II - Deriva (e.g., p					uired, Dis , options,				Owned			
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)	Transa	Code V 5ANun(Der ExBatis Exterci Statile and Titlette and Sinacesul Transaction of Expiration Date of Securities Code (Instr. Derivative (Month/Day/Year) Underlying				es g Security	8. Price of Derivative Security (Instr. 5)	<del>derivative</del> Securities Beneficially Owned	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	(A)	<del>(D)</del>	Date Exercisable	Expiration Date	Title	Amount or Number of <del>Shares</del>				
-Stock Appreciation Rights <sup>(1)</sup>	\$1.199							02/01/1999	10/12/2005	Common Stock	29,930		29,930	D	
Stock Appreciation Rights <sup>(1)</sup>	\$2.2075							02/01/1999	10/03/2006	Common Stock	19,395		19,395	D	
Stock Appreciation Rights <sup>(1)</sup>	\$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: Richard E. Marriott

<u>05/05/2004</u>

\*\* Signature of Reporting Person Date

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

 $^{\ast}$  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.