

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 15, 2005**

**HOST MARRIOTT CORPORATION**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction  
of incorporation)

**001-14625**  
(Commission File Number)

**53-0085950**  
(I.R.S. Employer  
Identification No.)

**6903 Rockledge Drive**  
**Suite 1500**  
**Bethesda, Maryland 20817**  
(Address of principal executive offices and Zip Code)

**(240) 744-1000**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT****2004 Annual Incentive Bonus Awards - Relative FFO**

We hereby amend the Company's Current Report on Form 8-K dated February 17, 2005. As discussed in that filing, the Compensation Policy Committee (the Committee) of the Board of Directors of the Company deferred, until additional information became available, its review of the portion of the 2004 annual incentive bonus awards for the "named executive officers" (as that term is defined in item 402(a)(3) of Regulation S-K) of the Company that was based on the performance of the Company during 2004 in achieving its financial goal with respect to the Company's funds from operations per diluted share growth, as adjusted to exclude costs incurred in connection with the repayment of debt and preferred stock, certain insurance proceeds and the loss on foreign currency forward contracts, measured in comparison to other REITs in the NAREIT lodging index (the Relative FFO Objective).

On March 15, 2005 the Committee determined the Company's success in meeting its Relative FFO Objective and awarded the remaining bonus in the amounts set forth below:

<u>Name and Principal Position</u>	<u>2004 Relative FFO Bonus Award</u>
Richard E. Marriott, Chairman	\$ 100,800
Christopher J. Nassetta, President & CEO	\$ 288,000
W. Edward Walter, Executive Vice President & CFO	\$ 134,568
James F. Risoleo, Executive Vice President, Acquisitions and Development	\$ 115,200
Minaz Abji, Executive Vice President, Asset Management	\$ 108,000

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: March 21, 2005

HOST MARRIOTT CORPORATION

By: /s/ Larry K. Harvey

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Larry K. Harvey  
Senior Vice President and  
Corporate Controller