
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 27, 2004

Host Marriott L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

000-25087
(Commission File Number)

52-2095412
(IRS Employer
Identification No.)

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

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

Item 5. Other Events

Host Marriott Corporation (“Host Marriott”) announced today that Host Marriott, L.P., for whom Host Marriott acts as sole general partner, is proposing to offer in a private placement \$350 million aggregate principal amount of Senior Notes due 2012 (the “Notes”), subject to market conditions. The Notes are being offered to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended. The net proceeds of the offering will be used to redeem a portion of Host Marriott, L.P.’s existing 7⁷/₈% Series B Senior Notes due 2008 and to pay related fees and expenses. A copy of the news release issued by Host Marriott is attached as an exhibit to this Current Report on Form 8-K.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(c) Exhibits.

99.1 Host Marriott Corporation news release dated July 27, 2004.

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 hereunto duly authorized this 27th day of July 2004.

HOST MARRIOTT L.P.

BY: Host Marriott Corporation,

its general partner

BY: /s/ LARRY K. HARVEY

Name: Larry K. Harvey

Title: Senior Vice President and Corporate Controller

**NEWS RELEASE**

6903 Rockledge Drive
Bethesda, Maryland 20817

Gregory J. Larson
Senior Vice President Investor Relations
240-744-5120

Contact:**HOST MARRIOTT CORPORATION ANNOUNCES PROPOSED PRIVATE PLACEMENT OF SENIOR NOTES DUE 2012**

BETHESDA, MD; July 27, 2004 – Host Marriott Corporation (NYSE:HMT) announced today that Host Marriott, L.P., for whom the Company acts as sole general partner, is proposing to offer in a private placement \$350 million aggregate principal amount of Senior Notes due 2012 (the “Notes”), subject to market conditions. As the offering is a private placement, it will not be made to the general public. Only qualified institutional buyers may participate in the offering.

The net proceeds of the offering will be used to redeem a portion of Host Marriott L.P.’s existing 7⁷/₈ Series B Senior Notes due 2008 and to pay related fees and expenses.

The Notes to be offered have not been registered under the United States Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. The issuance of the Notes will be structured to allow secondary market trading under Rule 144A under the Securities Act of 1933.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale of any securities in any jurisdiction where such an offering sold would be unlawful.

This press release contains information about pending transactions, and there can be no assurance that these transactions will be completed.

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