## FORM 5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

| <br>• | <br> |   |     |         | -  |      | _   |
|-------|------|---|-----|---------|----|------|-----|
|       |      | ١ | Was | shingto | n, | D.C. | 205 |

| ANNUAL STATEMENT OF CHANGES IN BENEFICIAL | - 11 | 01 |
|---|------|----|
| OWNERSHIP                                 | - 11 | Es |

| OMB APPRO               | VAL       |  |  |  |  |
|-------------------------|-----------|--|--|--|--|
| OMB Number:             | 3235-0362 |  |  |  |  |
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| hours per response:     | 1.0       |  |  |  |  |

Form 3 Holdings Reported.

Instruction 1(b)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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|---|---|---|---|---|--|---|---------|--|---------------|---|---|---|--|---|------------|---|---|--|--|
| 1. Name and Address of Reporting Person*  BAYLIS ROBERT M |   |   |   |   | 2. Issuer Name <b>and</b> Ticker or Trading Symbol HOST MARRIOTT CORP/ [ HMT ] |   |         |  |               | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director 10% Own |   |   |  |   |            |   |   |  |  |
|   |   |   |   | _   |  |   |         |  |               |   |   | 2   | •  |   |            |   |   |  |  |
| (Last)  |   | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2004 |   |   |  |   |         | . Officer (give title Other (specify below) below)               |               |   |   |   | specify  |   |            |   |   |  |  |
| MELLE   | SI EV HOI   | JSE 90 PITTS B  | AV PD                                   |   |  |   |         |  |               |   |   |   |  |   |            |   |   |  |  |
| VVELLE  | JEET HOC  | 3E 30 FII I 3 D   | AI KD                                   | 4 If Am   | 4. If Amendment, Date of Original Filed (Menth/Dev/Veer)                       |   |         |  |               |   |   | 6. Individual or Joint/Group Filing (Check Applicable |  |   |            |   |   |  |  |
| (Street)  |   |   |   | 4. II AIII  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                       |   |         |  |               |   |   |   | Line)  |   |            |   |   |  |  |
| l` ′  | OKE   |   |   |   |  |   |         |  |               |   |   | 7   | K Form file  | ed by On  | ne Repor   | ting Perso                                  | n |  |  |
| PEMBROKE<br>BERMUDA D0 HM 08                              |   |   |   |   |  |   |         |  |               |   |   | Form filed by More than One Reporting<br>Person       |  |   |            |   |   |  |  |
| (City)  | (S  | state)  |   |   |  |   |         |  |               |   |   |   |  |   |            |   |   |  |  |
|   |   | Ta  | ble I - Non-De                          | rivative S  | ecurit   | ies A                                   | cquir   | red, D   | isposed       | of, or  | Benefi  | cially  | / Owned  |   |            |   |   |  |  |
| 1. Title of Security (Instr. 3)                           |   | 2. Transaction<br>Date<br>(Month/Day/Yea                                | Execution<br>r) if any                  | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) |  | 3.<br>Transaction<br>Code (Instr.<br>8) |         | 4. Securities Acquired (A) or Dispose<br>(D) (Instr. 3, 4 and 5) |               |   | 5. Amount of Securities Beneficially Owned at e |   | Form:<br>(D) or  |   | Direct Inc | Nature of<br>lirect<br>neficial<br>vnership |   |  |  |
|   |   |   | (Worlding)                              |   |  |   |         | ınt  | (A) or<br>(D) | Price   |   | Issuer's Fiscal<br>Year (Instr. 3 and<br>4)           |  |   |            | str. 4)                                     |   |  |  |
| Restricted-Annual Director Stock<br>Award                 |   | 12/20/2004  |   | A   |  | A4 <sup>(1)</sup>                       |         | .5421  | A             | \$16.395  |   | 20,241.2014   |  | D   |            |   |   |  |  |
| Restricted-Special One Time Award                         |   | 12/20/2004  |   |   | A4 <sup>(1)</sup>  |   | 32      | 2.7314   | A             | \$16.395  |   | 10,765.3861   |  | D   |            |   |   |  |  |
| Common Stock  |   |   |   |   |  |   |         |  |               |   |   |   | 14,131   |   | D          |   |   |  |  |
|   |   |   | Table II - Deri<br>(e.g.                | vative Se<br>, puts, ca                                     |  |   |         |  |               |   |   |   | Owned  |   |            |   |   |  |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)       | Conversion Date Execution Date, or Exercise (Month/Day/Year) if any |   | 4.<br>Transaction<br>Code (Instr.<br>8) | ansaction Deriva  |  | tive Expirities (Monto                  |         | te Exercisable and<br>ation Date<br>th/Day/Year)                 |               | 7. Title and Amou<br>Securities Underl<br>Derivative Securi<br>(Instr. 3 and 4)             |   | 8. Price of<br>Derivative<br>Security<br>(Instr. 5)   | 9. Numl<br>derivati<br>Securiti<br>Benefic<br>Owned<br>Followin<br>Reporte | ve Ownersh es Form: ially Direct (D or Indirect (I) (Instr. |            | Beneficial<br>Ownership<br>(Instr. 4)       |   |  |  |
|   |   |   |   |   |  |   | Date    |  | Expiration    |   |   | int or<br>per of                                      |  | Transaction(s)<br>(Instr. 4)                                |            |   |   |  |  |

## **Explanation of Responses:**

\$16.395

\$<mark>0</mark>

Non-Employee

Director Def. Stock

Units Non-Employee Director Def. Stock

Units

1. Pursuant to the Restricted Stock Plan, reporting person is required to reinvest cash dividends in shares of additional Host Marriott Corporation common stock.

4A<sup>(1)</sup>

71.1235

2. The stock units were accrued under the Host Marriott Corporation Non-Employee Directors' Deferred Stock Compensation Plan and are to be settled in Host Marriott common stock in a lump sum or equal annual installments over a period not to exceed ten (10) years upon the reporting person's termination of service as a Director.

(1)

(2)

By: Elizabeth A. Abdoo For: Robert M. Baylis

71.1235

23,321.3966

\$16.395

Common

Stock

Common

Stock

(1)

(2)

01/07/2005

71.1235

23,321.3966

D

D

\*\* 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).

12/20/2004

\*\* 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.