(City)

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287 Estimated average burden 0.5 hours per response

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

(State)

(Zip)

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

or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person' (Check all applicable) HOST MARRIOTT CORP/ [HMT] **GOLDEN TERENCE C** X Director 10% Owner Officer (give title Other (specify 3. Date of Earliest Transaction (Month/Day/Year) below) below) (Last) (First) (Middle) 11/12/2003 **BAILEY CAPITAL CORPORATION, SUITE 601** 1156 - 15TH STREET, NW 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) (Street) Form filed by One Reporting Person WASHINGTON DC 20005 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 5. Amount of 6. Ownership 7. Nature of Execution Date, Securities Beneficially orm: Direct Date (Month/Day/Year) Beneficial if any Code (Instr. (D) or Indirect Owned Following Ownership (Month/Day/Year) 8) (I) (Instr. 4) (Instr. 4) Reported (A) or (D) Transaction(s) Code Amount Price (Instr. 3 and 4) Common Stock 11/12/2003 S 16,500 D \$10.75 295,137 D Common Stock 11/12/2003 S 21,000 D \$10.76 274,137 D Common Stock 11/12/2003 S 7,600 D \$10.77 266,537 D S 11/12/2003 17,700 D \$10.78 248,837 D Common Stock Common Stock 11/12/2003 S 15,300 D \$10.79 233,537 D S Common Stock 11/12/2003 94,600 D \$10.8 138,937 D Common Stock 11/12/2003 S 24,900 D \$10.81 114,037 D Common Stock 11/12/2003 S 4,800 D \$10.82 109,237 D 11/12/2003 S D \$10.84 108,137 D Common Stock 1.100 Common Stock 11/12/2003 S 400 D \$10.85 107,737 D S Common Stock 11/12/2003 400 D \$10.86 107,337 D 11/12/2003 S 400 D \$10.87 106,937 D Common Stock 11/12/2003 S 2,300 D \$10.88 104,637 D Common Stock 11/12/2003 S 1,000 D \$10.89 103,637 D Common Stock 11/12/2003 S 101,637 Common Stock 2,000 D \$10.93 D D

(e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative 5. Number 6. Date Exercisable and 7. Title and Amount of 9. Number of 3. Transaction 3A. Deemed 8. Price of 11. Nature Securities Underlying Conversion Date **Execution Date** Transaction **Expiration Date** Derivative derivative Ownership of Indirect Derivative Security Security (Instr. 3) or Exercise Price of if any (Month/Day/Year) Derivative Security (Instr. 5) (Month/Day/Year) Code (Instr. (Month/Day/Year) Securities Form Beneficial 8) Securities (Instr. 3 and 4) Beneficially Ownership or Indirect (I) (Instr. 4) Derivative Acquired Owned (Instr. 4) (A) or Disposed Following Reported Transaction(s) of (D) (Instr. 3, 4 and 5) (Instr. 4) Amount or Date Expiration Number of Code ν (A) (D) Exercisable Date Title **Shares** Non Employee Common Director Def. Stock (1) (2) (2) 8.051.2458 8,051.2458 D Stock Units

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

Explanation of Responses:

1. The stock unit converts to Host Marriott common stock on a 1 for 1 basis.

Restricted-Annual Director Stock Award

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.

> By: Elizabeth A. Abdoo For: Terence C. Golden

11/13/2003

** Signature of Reporting Person

Date

8,547.8661

- * 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.