

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

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

☐ 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

1. Name and Address of Reporting Person* <u>MARRIOTT RICHARD E</u>  (Last) (First) (Middle) <u>10400 FERNWOOD ROAD</u>  (Street) <u>BETHESDA MD 20817</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HOST MARRIOTT CORP/ [ HMT ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>02/05/2004</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman of the Board</u>  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
--	--	---

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/05/2004		A <sup>(1)</sup>		20,800	A	\$12.525	5,376,409	D	
Common Stock	02/05/2004		F		6,709	D	\$12.525	5,369,700	D	
Restricted Stock	02/05/2004		A <sup>(1)</sup>		20,800	D	\$12.525	3,200	D	
Common Stock - JWM Sr. Ch Trust								492,689	I	by Trust
Common Stock - Other								2,503,066	I	by Partnership
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								259,689	I	by Trust

**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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Appreciation Rights <sup>(2)</sup>	\$1.199							02/01/1999	10/12/2005	Common Stock	29,930		29,930	D	
Stock Appreciation Rights <sup>(2)</sup>	\$2.2075							02/01/1999	10/03/2006	Common Stock	19,395		19,395	D	
Stock Appreciation Rights <sup>(2)</sup>	\$2.707							02/01/1999	10/20/2007	Common Stock	17,360		17,360	D	

**Explanation of Responses:**

1. This transaction represents the release of the restrictions on the Restricted Shares for 2003 based on satisfaction of Company performance measures and time based measures pursuant to the Comprehensive Stock and Cash Incentive Plan, and the inclusion of such shares into common stock.

2. 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: 02/09/2004  
Richard E. Marriott

\*\* 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).

\*\* 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.**