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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL									
OMB Number: 3235-0287									
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	ss of Reporting Persor)*]	2. Issuer Name and Ticker or Trading Symbol HOST MARRIOTT CORP/ [HMT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
<u>MARRIOTT RICHARD E</u>				X	Director	10% Owner		
(Last) (First) (Middle) 10400 FERNWOOD ROAD		(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	x	Officer (give title below)	Other (specify below)		
		· · /	08/24/2004		Chairman of the Board			
(Street) BETHESDA MD 20817			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	dual or Joint/Group Filing ((Check Applicable		
		20817		X	Form filed by One Reporting Person			
(City)	(State)	(Zip)			Form filed by More than Person	One Reporting		

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. Transa Code (8)	iction Instr.	4. Securities Disposed Of	Acquirec (D) (Instr	l (A) or . 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock - Trustee	08/24/2004		S		34,689	D	\$13.2576	100,000	Ι	by Trust
Common Stock								5,369,700	D	
Common Stock - Other								1,303,066	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	Ι	by Trust
Common Stock - Trust 04								125,480	I	by Trust
Common Stock - Trust 05								125,480	Ι	by Trust
Common Stock - Trust 06								136,739	I	by Trust
Common Stock - Trust 07								111,388	Ι	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	Ι	by Trust
Common Stock - Trust 11								77,117	I	by Trust
Common Stock - Trust 12								70,770	Ι	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	Ι	by Trust
Common Stock - Trust 16								70,770	Ι	by Trust
Common Stock - Trust 17								70,770	Ι	by Trust
Common Stock - Trust 18								77,139	I	by Trust
Restricted Stock								3,200	D	

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)

		Ta	able II - Deriva (e.g., p	tive S uts, c	ecur alls,	ities warı	Acq ants	uired, Dis , options, _{Date}	oosed of, convertil Expiration	le secu	ficialiy ritias):	Owned			
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)		Code V 6A)uh(Der Expertis Exterci Subtite Triffette and Sinacest Fransaction of Expiration Date of Securities Code (Instr. Derivative (Month/Day/Vear) Underlying				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 ⁽¹⁾	\$1.199							02/01/1999	10/12/2005	Common Stock	29,930		29,930	D	
Stock Appreciation Rights ⁽¹⁾	\$2.2075							02/01/1999	10/03/2006	Common Stock	19,395		19,395	D	
Stock Appreciation Rights ⁽¹⁾	\$2.707							02/01/1999	10/20/2007	Common Stock	17,360		17,360	D	

Explanation of Responses:

1. 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:

08/25/2004 Richard E. Marriott

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast 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.

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