SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K/A

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): February 24, 2005

HOST MARRIOTT CORPORATION

(Exact Name of Registrant as Specified in Charter)

Maryland	001-14625	53-0085950
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition.

We hereby amend the Company's Form 8-K with respect to the announcement of financial results for the fourth quarter ended December 31, 2004, which was filed on February 24, 2005 for the purposes of adding the additional reconciliations set forth below to Exhibit 99.1 as previously filed.

The information in this Report, including the exhibit, is provided under Item 2.02 of Form 8-K and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section with the exception of the items detailed in the paragraph below. Furthermore, the information in this Report, including the exhibit, shall not be deemed to be incorporated by reference into the filings of the registrant under the Securities Act of 1933 regardless of any general incorporation language in such filings, except as provided in the paragraph below.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

See the additional pages attached which should be included in the Exhibit 99.1 previously filed.

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.

HOST MARRIOTT CORPORATION

Date: February 25, 2005	By:	/s/ LARRY K. HARVEY
	Name:	**Larry K. Harvey**
	Title:	**Senior Vice President and Corporate Controller**

HOST MARRIOTT, L.P.
Reconciliation of Net Income (loss) to EBITDA and Adjusted EBITDA
(unaudited, in millions)

	Year ended December 31, 2004	Year ended December 31, 2003
Net income	$ (1)	$ 14
Interest expense	484	521
Depreciation and amortization	354	347
Income taxes	(10)	(13)
Discontinued operations (a)	13	40
EBITDA	840	909
Gains and losses on dispositions	(53)	(8)
Amortization of deferred gains	(17)	(5)
Gain on settlement of the New York Marriott World Trade Center hotel for post-2003 business interruption insurance (b)	—	(156)
Gain on the disposition of the New York Marriott World Trade Center hotel (b)	—	(56)
Impairment of assets held for sale	1	2
Minority interest expense	4	4
Distributions to minority partners	(6)	(6)
Equity investment adjustments:		
Equity in losses of affiliates	16	22
Distributions received from equity investments	6	3
Adjusted EBITDA of Host LP (c)	$791	$ 709

(a) Reflects the interest expense, depreciation and amortization and income taxes included in discontinued operations.

(b) Our results for the periods presented were significantly affected by several transactions, which are detailed in the table entitled, “Schedule of Significant Transactions Affecting Earnings per Share, Funds from Operations per Diluted Share and Adjusted EBITDA.”

(c) See the introductory notes to the financial information for a discussion of Adjusted EBITDA and the limitations on its use. As also discussed in the introductory notes, Host Marriott owns approximately 94% of the partnership interests in Host LP and is its sole general partner. Host Marriott conducts all of its operations through Host LP, and Host LP is the obligor on the senior notes and the credit facility. The difference between the Adjusted EBITDA of Host Marriott and the Adjusted EBITDA of Host LP reflects distributions to the holders of partnership interests other than Host Marriott, which are generally equal on a per unit basis to the dividends paid per share by Host Marriott to its stockholders. The Adjusted EBITDA of Host LP is presented in addition to the Adjusted EBITDA of Host Marriott because we believe it is a relevant measure in calculating certain credit ratios, since Host LP is the owner of all of our hotels and is the obliger of our debt noted above. Use of this measure is subject to the same limitations discussed in the introductory notes. In addition, the approximate 6% of partnership units held by third party limited partners of Host LP should also be taken into account when evaluating this measure.

HOST MARRIOTT, L.P.
Reconciliation of Net Income (loss) to EBITDA and Adjusted EBITDA
for Full Year 2005 Forecast (a)
(unaudited, in millions)

	Full Year 2005	
	Low-end of Range	High-end of Range
Net income	$ 104	$ 142
Interest expense	448	448
Depreciation and amortization	361	361
Income taxes	28	30
EBITDA	941	981
Gains on dispositions	(75)	(75)
Consolidated partnership adjustments:		
Minority interest expense	5	5
Distributions to minority partners	(5)	(5)
Equity investment adjustments:		
Equity in losses of affiliates	3	3
Distributions received from equity investments	1	1
Adjusted EBITDA of Host L.P. (b)	$ 870	$ 910

(a) The amounts shown in these reconciliations are based on management's estimate of operations for 2005. These tables are forward-looking and as such contain assumptions by management based on known and unknown risks, uncertainties and other factors which may cause the actual transactions, results, performance, or achievements to be materially different from any future transactions, results, performance or achievements expressed or implied by this table. General economic conditions, competition and governmental actions will affect future transactions, results, performance and achievements. Although we believe the expectations reflected in this reconciliation are based upon reasonable assumptions, we can give no assurance that the expectations will be attained or that any deviations will not be material.

For purposes of preparing the full year forecast, we have made the following assumptions:

- RevPAR will increase 6.5% to 8.5% for the full year for the low and high ends of the forecasted range, respectively.
- Comparable hotel adjusted operating profit margins will increase 100 basis points and 150 basis points for the full year for the low and high ends of the forecasted range, respectively.

- Approximately $325 million of hotels will be sold in 2005, including $128 million of sales in January 2005, and 85% of the Company's interest in the Courtyard Joint Venture will be sold for approximately $90 million.
- Approximately $400 million of acquisitions will be made in 2005.

(b) See the introductory notes to the financial information for a discussion of Adjusted EBITDA and the limitations on its use. As also discussed in the introductory notes, Host Marriott owns approximately 94% of the partnership interests in Host LP and is its sole general partner. Host Marriott conducts all of its operations through Host LP, and Host LP is the obligor on the senior notes and the credit facility. The difference between the Adjusted EBITDA of Host Marriott and the Adjusted EBITDA of Host LP reflects distributions to the holders of partnership interests other than Host Marriott, which are generally equal on a per unit basis to the dividends paid per share by Host Marriott to its stockholders. The Adjusted EBITDA of Host LP is presented in addition to the Adjusted EBITDA of Host Marriott because we believe it is a relevant measure in calculating certain credit ratios, since Host LP is the owner of all of our hotels and is the obliger of our debt noted above. Use of this measure is subject to the same limitations discussed in the introductory notes. In addition, the approximate 6% of partnership units held by third party limited partners of Host LP should also be taken into account when evaluating this measure.