FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person*     MARRIOTT RICHARD E					suer Name <b>and</b> Tic	(Che	Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director 10% Owner  Officer (give title Other (specify))								
(Last) (First) (Middle) 10400 FERNWOOD ROAD					ate of Earliest Trans 26/2004	Month	n/Day/Year)		X Officer (give title Other (specify below)  Chairman of the Board						
(Street) BETHESDA MD 20817					Amendment, Date	Line	6. Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting								
(City)	(Sta	ite) (Z	Cip)								Person				
		Table	e I - Non-Dei	ivative	Securities Ac	quire	d, Di	sposed o	f, or Be	neficiall	y Owned				
Di				action Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)							6. Owners Form: Dir (D) or Ind (I) (Instr. 4	ect Ind irect Be 1) Ow	7. Nature of Indirect Beneficial Ownership (Instr. 4)
						Code	v	Amount	(A) or (D)	Price	Transaction (Instr. 3 and				,
Common S	Stock - Trus	tee	03/2	6/2004		S		75,000	D	\$12.25	134,68	89	I	by	Trust
Common S	Stock										5,369,7	700	D		
Common Stock - Other											2,503,0	)66	I	by Pa	rtnership
Common S	Stock - Reti	rement Shares									1,800	0	D		
Common S	Stock - SpT	rstee									603,82	28	I	by	Trust
Common S	Stock - Spor	ıse									75,36	4	I	by	Spouse
Common S	Stock - Trus	t 03									136,73	39	I	by	Trust
Common Stock - Trust 04  Common Stock - Trust 05											125,48	B0	I	by	Trust
Common S	Stock - Trus	t 05									125,48	80	I	by	Trust
Common Stock - Trust 06											136,73	39	I	by	Trust
Common Stock - Trust 07											111,38	38	I	by	Trust
Common Stock - Trust 08											125,48	80	I	by	Trust
Common Stock - Trust 09											125,48	80	I	by	Trust
Common Stock - Trust 10											136,78	88	I	by	Trust
Common Stock - Trust 11											77,11	.7	I	by	Trust
Common Stock - Trust 12											70,77	0	I	by	Trust
Common Stock - Trust 13											70,77	0	I	by	Trust
Common Stock - Trust 14											77,11	.7	I	by	Trust
Common Stock - Trust 15											62,82	4	I	by	Trust
Common Stock - Trust 16											70,77	0	I	by	Trust
Common Stock - Trust 17										70,77	0	I	by	Trust	
Common Stock - Trust 18											77,13	9	I	by	Trust
Restricted Stock											3,200	0	D		
		Ta			Securities Acq						Owned				
1. Title of Derivative Security (Instr. 3)	Title of erivative Conversion ecurity or Exercise (Month/Day/Year) 3A. Deemed Execution Date, if any		4. Transa Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amour of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		0. Ownership Form: Direct (D) or Indirect () (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction	able II - Deriva (e.g., p 3A. Deemed Execution Date, if any (Month/Day/Year)	Code V Transaction Code (Instr.		(A) or Disposed of (D)		uired, Disposed of, , Options, Convertil Date Expiration Expiration Date (Month/Day/Year)		Titlette and Symanosist of Securities Underlying Derivative Security (Instr. 3 and 4)  Amount or Number of		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)
					(Instr. 3, 4 and 5)  Date Ex			Expiration							
-Stock- Appreciation Rights <sup>(1)</sup>	\$1.199			Code	V	(A)	<del>(D)</del>	02/01/1999	10/12/2005	Common Stock	<del>Shares</del> 29,930		29,930	D	
Stock Appreciation Rights <sup>(1)</sup>	\$2.2075							02/01/1999	10/03/2006	Common Stock	19,395		19,395	D	
Stock Appreciation Rights <sup>(1)</sup>	\$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:

03/29/2004

Richard E. Marriott

\*\* Signature of Reporting Person

Date

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

- $^{\star}$  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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