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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 9, 2004

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**Host Marriott Corporation**

(Exact name of registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction of incorporation)

**001-05664**  
(Commission File Number)

**53-0085950**  
(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

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Item 5. Other events

On March 9, 2004, Host Marriott Corporation (the “Company”) announced that Host Marriott, L.P., for whom the Company acts as sole general partner, is proposing to offer in a private placement \$375 million in aggregate principal amount of exchangeable senior debentures due 2024 (the “Debentures”). An additional \$75 million may be raised if the initial purchasers exercise their right to acquire additional debentures in connection with the offering. As the offering is a private placement, it will not be made to the general public. Only qualified institutional buyers may participate in the offering. The Debentures will be exchangeable into shares of the Company’s common stock upon the occurrence of certain events. A copy of the news release issued by the Company is attached as an Exhibit to this Current Report on Form 8-K.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(c) Exhibits.

99.1 Host Marriott Corporation news release dated March 9, 2004.

**SIGNATURES**

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 this 11<sup>th</sup> day of March 2004.

HOST MARRIOTT CORPORATION

BY: /s/ LARRY K. HARVEY

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Name: Larry K. Harvey

Title: Senior Vice President and Corporate Controller



**HOST MARRIOTT  
CORPORATION**

**Contact:**

**NEWS RELEASE**

**6903 Rockledge Drive  
Bethesda, Maryland 20817**

**Gregory J. Larson  
Senior Vice President Investor Relations  
Host Marriott Corporation  
240-744-5120**

**HOST MARRIOTT CORPORATION ANNOUNCES PROPOSED PRIVATE OFFERING OF \$375 MILLION OF EXCHANGEABLE SENIOR DEBENTURES**

Bethesda, MD, March 9, 2004 - Host Marriott Corporation (NYSE:HMT) announced today that Host Marriott, L.P., for whom the Company acts as sole general partner, is proposing to offer in a private placement \$375 million of exchangeable senior debentures due in 2024, subject to market conditions. An additional \$75 million may be raised if the initial purchasers exercise their right to acquire additional debentures in connection with the offering. As the offering is a private placement, it will not be made to the general public. Only qualified institutional buyers may participate in the offering. The debentures will be exchangeable into shares of Host Marriott common stock upon the occurrence of certain events.

The net proceeds of the offering are expected to be used to redeem, in part, Host Marriott, L.P.'s 7<sup>7</sup>/<sub>8</sub>% Series B Senior Notes due 2008.

The debentures to be offered have not been registered under the United States Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. The issuance of the debentures has been structured to allow secondary market trading under Rule 144A under the Securities Act of 1933.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale of any securities in any jurisdiction where such an offering would be unlawful.

This press release contains information about pending transactions, and there can be no assurance that these transactions will be completed.

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