SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 28, 2004

HOST MARRIOTT CORPORATION

(Exact name of registrant as specified in its charter)

Maryland	001-14625	53-0085950
(State of Incorporation)	(Commission File No.)	(IRS Employer Identification No.)

6903 Rockledge Drive
Suite 1500
Bethesda, MD 20817
(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: (240) 744-1000

Item 5. Other Events

On April 28, 2004, Host Marriott Corporation issued an earnings release announcing its financial results for the first quarter ended March 26, 2004. The consolidated balance sheet and consolidated statement of operations and other financial data for the first quarter included in the earnings release are filed as Exhibit 99.1 to this report and are incorporated herein by reference.

First quarter results include the following:

- Revenues increased $34 million, or 4%, to $809 million in the first quarter of 2004 compared to $775 million for the first quarter of 2003.
- Net loss was $31 million and $34 million for the first quarter of 2004 and 2003, respectively.
- Loss per diluted share was $.12 and $.16 for the first quarter of 2004 and 2003, respectively.
- Results of operations in the first quarter of 2004 include approximately $12 million of charges for call premiums and the acceleration of deferred financing costs for prepayment of debt. This represents approximately $.04 per diluted share.

In addition, the Company announced the following information which we deem of importance to security holders:

As of March 26, 2004, we had $526 million in cash and cash equivalents and $250 million of availability under our credit facility. Additionally, we had $598 million of restricted cash, including net proceeds of $484 million from the sale of 3.25% senior exchangeable debentures issued on March 16, 2004, which were used, along with available cash, to redeem $494 million of 7 7/8% Series B senior notes on April 15, 2004. During the second quarter, we also called an additional $65 million of Series B senior notes, which we will redeem on May 3, 2004. As a result of these redemptions, we will record a charge for call premiums and the acceleration of deferred financing costs totaling approximately $30 million in the second quarter of 2004.

On April 27, 2004, we acquired the 455-room Embassy Suites Chicago Downtown-Lakefront for approximately $89 million, with a portion of the funds raised from our equity offerings in 2003. This property is the first Embassy Suites and second Hilton-branded property in the portfolio. During the first quarter of 2004, we also completed the sale of six non-core properties for total proceeds of approximately $100 million, which has been, or will be, used to repay debt.

Improved operating performance at our hotels combined with our capital market activities, which reduced our interest expense, has increased our interest coverage ratio and reduced our leverage. As a result, we are currently not restricted under our debt covenants on our ability to pay dividends or incur debt. Given our improved earnings outlook, we expect to be able to pay dividends on our perpetual preferred securities on a going forward basis. We do not expect to pay a meaningful dividend on our common shares in 2004.

Lodging industry fundamentals have improved significantly over the first half of last year. Improvements in operations thus far in 2004 have been primarily driven by increases in occupancy at our properties. We expect that as lodging industry fundamentals continue to strengthen, we will experience growth in average room rates and margin improvement.

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

(c) Exhibits

Exhibit No.	Description
99.1	Host Marriott Corporation’s consolidated balance sheet, consolidated statements of operations and other financial data for the first quarter of 2004.

SIGNATURE

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
April 29, 2004	By: /s/ Larry K. Harvey
	Larry K. Harvey Senior Vice President and Corporate Controller

HOST MARRIOTT CORPORATION
Introductory Notes to Financial Information

The Company

Host Marriott Corporation, herein referred to as “we” or “Host Marriott,” is a self-managed and self-administered real estate investment trust (REIT) that owns primarily hotel properties. We conduct our operations as an umbrella partnership REIT through an operating partnership, Host Marriott, L.P., or Host LP, of which we are the sole general partner. For each share of our common stock, Host LP has issued to us one unit of operating partnership interest, or OP Unit. When distinguishing between Host Marriott and Host LP, the primary difference is the 7% of the partnership interests in Host LP held by outside partners as of April 27, 2004, which is reflected as minority interest in our consolidated balance sheets and minority interest expense in our consolidated statements of operations. Readers are encouraged to find further detail regarding our organizational structure in our annual report on Form 10-K.

HOST MARRIOTT CORPORATION
Consolidated Balance Sheets (a)
(unaudited, in millions, except share amounts)

	March 26, 2004	December 31, 2003
ASSETS		
Property and equipment, net	$ 7,020	$ 7,085
Assets held for sale	—	73
Notes and other receivables	54	54
Due from managers	79	62
Investments in affiliates (c)	86	74
Other	383	364
Restricted cash	598	116
Cash and cash equivalents	526	764
Total assets	$ 8,746	$ 8,592
LIABILITIES AND SHAREHOLDERS' EQUITY		
Debt		
Senior notes, including $490 million, net of discount, of Exchangeable Senior Debentures (b)	$ 3,459	$ 3,180
Mortgage debt	2,109	2,205
Exchangeable Subordinated Debentures (c)	492	—
Other	100	101
Total debt	6,160	5,486
Accounts payable and accrued expenses	121	108
Liabilities associated with assets held for sale	—	2
Other	151	166
Total liabilities	6,432	5,762
Interest of minority partners of Host Marriott L.P.	124	130
Interest of minority partners of other consolidated partnerships	94	89
Company-obligated mandatorily redeemable exchangeable preferred securities of a subsidiary whose sole assets are exchangeable subordinated debentures due 2026 ("Exchangeable Preferred Securities") (c)	—	475
Shareholders' equity		
Cumulative redeemable preferred stock (liquidation preference $354 million), 50 million shares authorized; 14.1 million shares issued and outstanding	339	339
Common stock, par value $.01, 750 million shares authorized; 321.6 million shares and 320.3 million shares issued and outstanding, respectively	3	3
Additional paid-in capital	2,619	2,617
Accumulated other comprehensive income	26	28
Deficit	(891)	(851)
Total shareholders' equity	2,096	2,136
Total liabilities and shareholders' equity	$ 8,746	$ 8,592

(a) Our consolidated balance sheet as of March 26, 2004 has been prepared without audit. Certain information and footnote disclosures normally included in financial statements presented in accordance with GAAP have been omitted. The consolidated balance sheets should be read in conjunction with the consolidated financial statements and notes thereto included in the Annual Report on Form 10-K.

(b) Amount includes $494 million in $7^7/_8$% Series B senior notes redeemed on April 15, 2004.

(c) We adopted Financial Interpretation No. 46 "Consolidation of Variable Interest Entities" (FIN 46) in 2003. Under FIN 46, our limited purpose trust subsidiary that was formed to issue trust-preferred securities (the

Exchangeable Preferred Securities Trust) was accounted for on a consolidated basis as of December 31, 2003 since we were the primary beneficiary under FIN 46.

In December 2003, the FASB issued a revision to FIN 46, which we refer to as FIN 46R. Under FIN 46R, we are not the primary beneficiary and we are required to deconsolidate the accounts of the Exchangeable Preferred Securities Trust. We adopted the provisions of FIN 46R on January 1, 2004. As a result, we recorded the $492 million in debentures (the Exchangeable Subordinated Debentures) issued by the Exchangeable Preferred Securities Trust and eliminated the $475 million of Exchangeable Preferred Securities that were previously classified in the mezzanine section of our consolidated balance sheet. The difference of $17 million is our investment in the Exchangeable Preferred Securities Trust, which is included in “Investments in affiliates” on our consolidated balance sheet. Additionally, we classified the related dividend payment of approximately $7 million as interest expense. We elected not to restate prior periods and the adoption of FIN 46R had no effect on our net loss, loss per diluted share or financial covenants under our senior notes indenture.

HOST MARRIOTT CORPORATION
Consolidated Statements of Operations (a)
(unaudited, in millions, except per share amounts)

	Quarter ended	
	March 26, 2004	March 28, 2003
Revenues		
Rooms	$ 473	$ 452
Food and beverage	257	242
Other	50	52
Total hotel sales	780	746
Rental income (b)	29	27
Other income	—	2
Total revenues	809	775
Expenses		
Rooms	119	111
Food and beverage	190	180
Hotel departmental expenses	216	206
Management fees	32	32
Other property-level expenses (b)	69	70
Depreciation and amortization	83	84
Corporate expenses	13	13
Total expenses	722	696
Operating profit	87	79
Interest income	3	3
Interest expense, including interest expense for the Exchangeable Subordinated Debentures in 2004 (c)	(118)	(110)
Net gains on property transactions	1	1
Minority interest income (expense)	(3)	1
Equity in losses of affiliates	(5)	(6)
Dividends on Exchangeable Preferred Securities (c)	—	(7)
Loss before income taxes	(35)	(39)
Benefit from income taxes	3	4
Loss from continuing operations	(32)	(35)
Income from discontinued operations (d)	1	1
Net loss	(31)	(34)
Less: dividends on preferred stock	(9)	(9)
Net loss available to common shareholders	$ (40)	$ (43)
Basic and diluted loss per common share	$ (.12)	$ (.16)

(a) Our consolidated statements of operations for the quarter ended March 26, 2004 and March 28, 2003 have been prepared without audit. Certain information and footnote disclosures normally included in financial statements presented in accordance with GAAP have been omitted. The consolidated statements of operations should be read in conjunction with the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K.

(unaudited, in millions, except per share amounts)

(b) Rental income and expense are as follows:

	Quarter ended	
	March 26, 2004	March 28, 2003
Rental income		
Full-service	$ 12	$ 10
Limited service and office buildings	17	17
	$ 29	$ 27
Rental and other expenses (included in other property-level expenses)		
Full-service	$ 2	$ 1
Limited service and office buildings	18	17
	$ 20	$ 18

(c) See discussion of new accounting standard in footnote (b) to the consolidated balance sheet. Interest expense for the first quarter of 2004 also includes approximately $12 million for the payment of call premiums and the acceleration of deferred financing costs on debt redemptions and repayments.

(d) Reflects the results of operations and gain (loss) on sale, net of the related income tax, for six properties sold in the first quarter of 2004 and eight properties sold in 2003.

HOST MARRIOTT CORPORATION

Earnings (Loss) per Common Share

(unaudited, in millions, except per share amounts)

	Quarter ended March 26, 2004			Quarter ended March 28, 2003		
	Income (loss) (Numerator)	Shares (Denominator)	Per Share Amount	Income (loss) (Numerator)	Shares (Denominator)	Per Share Amount
Net loss	$ (31)	321.0	$ (.09)	$ (34)	264.3	$ (.13)
Dividends on preferred stock	(9)	—	(.03)	(9)	—	(.03)
Basic and diluted loss available to common shareholders per share (a)	$ (40)	321.0	$ (.12)	$ (43)	264.3	$ (.16)

(a) Basic earnings (loss) per common share is computed by dividing net income (loss) available to common shareholders by the weighted average number of shares of common stock outstanding. Diluted earnings (loss) per common share is computed by dividing net income (loss) available to common shareholders as adjusted for potentially dilutive securities, by the weighted average number of shares of common stock outstanding plus other potentially dilutive securities. Dilutive securities may include shares granted under comprehensive stock plans, those preferred OP Units held by minority partners, other minority interests that have the option to convert their limited partnership interests to common OP Units and the Exchangeable Subordinated Debentures. No effect is shown for any securities that are anti-dilutive.

HOST MARRIOTT CORPORATION
Other Financial and Operating Data
(unaudited, in millions, except per share)

	March 26, 2004	December 31, 2003
Equity		
Common shares outstanding	321.6	320.3
Common shares and minority held common OP Units outstanding	344.6	343.8
Preferred OP Units outstanding	.02	.02
Class A Preferred shares outstanding	4.1	4.1
Class B Preferred shares outstanding	4.0	4.0
Class C Preferred shares outstanding	6.0	6.0
Class D Preferred shares outstanding	.03	.03
Security pricing		
Common (a)	$ 12.26	$ 12.32
Class A Preferred (a)	$ 27.09	$ 26.74
Class B Preferred (a)	$ 26.72	$ 27.00
Class C Preferred (a)	$ 27.99	$ 27.26
Exchangeable Preferred Securities (b)	$ 50.69	$ 51.00
Exchangeable Senior Debentures (c)	$ 997.50	$ —
Dividends per share		
Common	$ —	$ —
Class A Preferred	$ .625	$ 2.50
Class B Preferred	$ .625	$ 2.50
Class C Preferred	$ .625	$ 2.50
Class D Preferred	$ .625	$ 1.88
Debt		
Percentage of fixed rate debt	86%	85%
Weighted average interest rate (d)	7.1%	7.7%
Weighted average debt maturity (d)	6.8 years	5.5 years
Credit facility, outstanding balance (capacity of $250 million)	$ —	$ —
Other Financial Data		
Construction in progress	$ 75	$ 56

	Quarter ended	
	March 26, 2004	March 28, 2003
Hotel Operating Statistics for All Full-Service Properties		
Average Daily Rate	$ 150.41	$ 145.90
Average Occupancy	70.8%	68.7%
RevPAR	$ 106.42	$ 100.20

(a) Share prices are the closing price on the consolidated balance sheet date, as reported by the New York Stock Exchange, for the common and preferred stock.

(b) Market price as of March 26, 2004 as quoted by Bloomberg L.P. As of March 26, 2004, we have reclassified these securities to debt on our consolidated balance sheet. See footnote (b) to the consolidated balance sheet.

(c) Market price as of March 26, 2004 as quoted by Bloomberg L.P. Quoted price reflects the price of a single $1,000 debenture, which is exchangeable for common stock upon the incurrence of certain events.

(d) Amounts include the Exchangeable Subordinated Debentures in 2004. See footnote (b) to the consolidated balance sheet. Excluding the Exchangeable Subordinated Debentures, our weighted average interest rate was 7.1% and our weighted average debt maturity was 5.4 years.