

**UNITED STATES
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 20, 2005

HOST MARRIOTT CORPORATION

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

001-14625
(Commission File Number)

53-0085950
(I.R.S. Employer
Identification No.)

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

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

Not Applicable
(Former name or former address, if changed since last report)

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 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant

On April 20, 2005, Host Marriott Corporation announced that we have called for redemption all outstanding shares of our 10% Class B Cumulative Redeemable Preferred Stock, par value \$0.01 per share (the "Class B Preferred Stock"), and 10% Class D Cumulative Redeemable Preferred Stock, par value \$0.01 per share (the "Class D Preferred Stock"), on May 20, 2005, the Redemption Date. The Class B Preferred Stock is currently listed on the New York Stock Exchange under the symbol HMT-PB. On the Redemption Date, we will redeem 4,000,000 shares of Class B Preferred Stock and 33,182 shares of Class D Preferred Stock at a redemption price of \$25.2431 per share, representing the liquidation preference of \$25.00 per share plus the amount equal to all dividends accrued and unpaid thereon to the Redemption Date. The aggregate redemption prices for the outstanding shares of Class B Preferred Stock and Class D Preferred Stock are \$100,972,400.00 and \$837,616.54, respectively.

A copy of the form of notice of redemption for each of the Class B Preferred Stock and the Class D Preferred Stock are attached hereto as Exhibits 99.1 and 99.2 and are incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**(c) Exhibits.**

The following exhibits are filed herewith:

<u>EXHIBIT NO.</u>	<u>DESCRIPTION OF EXHIBITS</u>
99.1	Form of Notice of Redemption, dated April 20, 2005, with respect to the redemption of the registrant's 10% Class B Cumulative Redeemable Preferred Stock
99.2	Form of Notice of Redemption, dated April 20, 2005, with respect to the redemption of the registrant's 10% Class D Cumulative Redeemable Preferred Stock

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 thereunto duly authorized.

Date: April 25, 2005

HOST MARRIOTT CORPORATION

By: /s/ LARRY K. HARVEY

Larry K. Harvey
Senior Vice President and
Corporate Controller

REDEMPTION NOTICE

April 20, 2005

To: Holders of Host Marriott Corporation 10% Class B Cumulative Redeemable Preferred Stock (CUSIP 44107P302)

Pursuant to the Articles Supplementary of Host Marriott Corporation (the "Company") classifying the 10% Class B Cumulative Redeemable Preferred Stock, par value \$0.01 per share of the Company (the "Class B Stock"), the Company is hereby providing notice to you of the Company's redemption of all outstanding shares of its Class B Stock (the "Class B Preferred Shares"), and the following information in connection with such redemption:

1. The redemption date shall be May 20, 2005 (the "Redemption Date").

2. The Class B Preferred Shares are being redeemed at a redemption price of \$25.00 per share, plus \$0.2431, the amount equal to all dividends accrued and unpaid thereon to the Redemption Date. You will receive, upon presentation of your Class B Stock certificate(s) as indicated in Paragraph 4 below, \$25.2431 multiplied by the number of Class B Preferred Shares held by you as indicated on the addressee label.

3. The total number of Class B Preferred Shares to be redeemed by the Company pursuant to Section 5(b) of the Articles Supplementary classifying the Class B Stock is 4,000,000, representing all of the issued and outstanding Class B Preferred Shares. All of the Class B Preferred Shares held by you as indicated on the addressee label are being redeemed by the Company (the "Redeemed Shares").

4. In order to receive payment for your Redeemed Shares, you should send by overnight mail or by certified mail, return receipt requested, or deliver by hand your Class B Stock certificate(s), together with a properly completed and duly executed Letter of Transmittal or facsimile thereof, enclosed with this Redemption Notice, to EquiServe Trust Company (the "Agent") on or after the Redemption Date at one of the addresses set forth below. Any monies deposited with the Agent and unclaimed at the end of two years from the Redemption Date will be repaid to the Company upon its written request, after which you may look only to the Company to receive payment for your Redeemed Shares.

By Mail

EquiServe
Corporate Actions
P.O. Box 43014
Providence, RI 02940-3014

By Hand

EquiServe
Corporate Actions
17 Battery Place, 11th Floor
New York, NY 10004

By Overnight Delivery

EquiServe
Attn: Corporate Actions
66 Brooks Drive
Braintree, MA 02184

5. Dividends on the Class B Preferred Shares shall cease to accrue on the Redemption Date. The Redeemed Shares will be canceled on the stock records of the Company as of the Redemption Date and, thereafter, you will have no rights as a stockholder of the Company, other than the right to receive payment, upon surrender of your Class B Preferred stock certificate(s), in the amount of the Redemption Price.

Sincerely,

HOST MARRIOTT CORPORATION

By: /s/ GREGORY J. LARSON

Name: Gregory J. Larson
Title: Senior Vice President, Treasurer

REDEMPTION NOTICE

April 20, 2005

To: Fernwood Holdings LLC
Holder of Host Marriott Corporation 10% Class D Cumulative Redeemable Preferred Stock

Pursuant to the Articles Supplementary of Host Marriott Corporation (the "Company") classifying the 10% Class D Cumulative Redeemable Preferred Stock, par value \$0.01 per share of the Company (the "Class D Stock"), the Company is hereby providing notice to you of the Company's redemption of all outstanding shares of its Class D Stock (the "Class D Preferred Shares"), and the following information in connection with such redemption:

1. The redemption date shall be May 20, 2005 (the "Redemption Date").

2. The Class D Preferred Shares are being redeemed at a redemption price of \$25.00 per share, plus \$0.2431, the amount equal to all dividends accrued and unpaid thereon to the Redemption Date. You will receive, upon presentation of your Class D Stock certificate as indicated in Paragraph 4 below, \$837,616.54 (representing the 33,182 shares of Class D Preferred Shares held by you, multiplied by \$25.2431).

3. The total number of Class D Preferred Shares to be redeemed by the Company pursuant to Section 5(b) of the Articles Supplementary classifying the Class D Stock is 33,182, representing all of the issued and outstanding Class D Preferred Shares (the "Redeemed Shares").

4. In order to receive payment for your Redeemed Shares, you should send by overnight mail or by certified mail, return receipt requested, or deliver by hand your Class D Stock certificate, to the Company on or after the Redemption Date at the address set forth below.

Host Marriott Corporation
6903 Rockledge Drive, Suite 1500
Bethesda, Maryland 20817
Attn: William Kelso, Esquire
Assistant General Counsel

5. Dividends on the Class D Preferred Shares shall cease to accrue on the Redemption Date. The Redeemed Shares will be canceled on the stock records of the Company as of the Redemption Date and, thereafter, you will have no rights as a stockholder of the Company, other than the right to receive payment, upon surrender of your Class D Preferred stock certificate(s), in the amount of the Redemption Price.

Sincerely,

HOST MARRIOTT CORPORATION

By: /s/ Gregory J. Larson

Name: Gregory J. Larson
Title: Senior Vice President, Treasurer and
Investor Relations