FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**OMB APPROVAL** 3235-0287 Estimated average burden hours per response: 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person*  MARRIOTT RICHARD E					2. Issuer Name and Ticker or Trading Symbol HOST MARRIOTT CORP/ [ HMT ]							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					3. Date of Earliest Transaction (Month/Day/Year) 03/23/2004								X Officer (give title below) Other (specify below)  Chairman of the Board				
(Street) BETHESDA MD 20817												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	te) (2	Zip)								Person						
		Tabl	e I - Non-Deriv	ative Se	curities A	cquire	ed, D	Disposed o	f, or B	eneficially	y Owned						
1. Title of Security (Instr. 3)			2. Transacti Date (Month/Day	Year) Exe	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported	у	6. Ownersh Form: Direc (D) or Indire (I) (Instr. 4)	ct Indi ect Ber Ow	Nature of lirect neficial mership str. 4)		
						Code	v	Amount	(A) or (D)	Price	Transactio (Instr. 3 and				,		
Common S	Stock - Trus	tee	03/23/20	004		S		25,000	D	\$12.2565	234,6	89	I	by	Trust		
Common S	Stock										5,369,	700	D				
Common S	Stock - Othe	er									2,503,	066	I	by Pa	rtnership		
Common S	Stock - Reti	rement Shares									1,80	0	D				
Common S	Stock - SpTi	rstee									603,8	28	I	by	Trust		
Common S	Stock - Spou	ıse									75,30	64	I	by	Spouse		
Common S	Stock - Trus	t 03									136,7	39	I	by	Trust		
Common S	Stock - Trus	t 04									125,4	80	I	by	Trust		
Common S	Stock - Trus	t 05									125,4	80	I	by	Trust		
Common S	Stock - Trus	t 06									136,7	39	I	by	Trust		
Common Stock - Trust 07											111,3	88	I	by	Trust		
Common S	Stock - Trus	t 08									125,4	80	I	by	Trust		
Common Stock - Trust 08  Common Stock - Trust 09											125,4	80	I	by	Trust		
Common Stock - Trust 10											136,7	88	I	by	Trust		
Common Stock - Trust 11											77,1	17	I	by	Trust		
Common Stock - Trust 12										70,77	70	I	by	Trust			
Common Stock - Trust 12  Common Stock - Trust 13										70,77	70	I	by	Trust			
Common Stock - Trust 13  Common Stock - Trust 14										77,1	17	I	by	Trust			
Common Stock - Trust 15										62,82	24	I	by	Trust			
Common Stock - Trust 16										70,77	70	I	by	Trust			
Common Stock - Trust 17										70,7	70	I	by	Trust			
Common Stock - Trust 18										77,13	39	I	by	Trust			
Restricted Stock										3,200		D	)				
		Ta	able II - Deriva (e.g., p					sposed of,			Owned						
Derivative Conversion Date Execution or Exercise (Month/Day/Year) if any		3A. Deemed Execution Date,	4. Transactio Code (Instr 8)	5. Number		Expiration Date (Month/Day/Year)			and Amount irities ying ive Security and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		on. wnership orm: irect (D) r Indirect (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			

				uts, c	alls,	warı	ants	, options,	convertil	le secu	rities)				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction  - Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code Transa Code ( 8)	ction	6ANu of Deriv Secu Acqu (A) or Dispo of (D) (Instr	vative irities ired r osed ) r. 3, 4	Expertis Eller ( Expiration Day/\(\)	te	Titfetle and Shracesst of Securities Underlying Derivative Security (Instr. 3 and 4)		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)
				Code	v		<u></u>	Date Exercisable	Expiration	Title	Amount or Number of Shares				
-Stock— Appreciation Rights <sup>(1)</sup>	\$1.199			Code	V	(A)	( <del>D)</del>	02/01/1999	10/12/2005	Common Stock	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:

03/24/2004

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.