$\Box$ 

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

Īē

	ss of Reporting Pers		2. Issuer Name <b>and</b> Ticker or Trading Symbol HOST MARRIOTT CORP/ [HMT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year) 05/05/2004	X X	Director Officer (give title below) Chairman of the	10% Owner Other (specify below) Board		
(Street) BETHESDA (City)	MD (State)	20817 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing Form filed by One Repo Form filed by More than Person	rting Person		
	-	Table I - Non-Deriv	ative Securities Acquired Disposed of or Benefi	cially	Owned			

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code ( 8)		4. Securities Disposed O 5)	s Acquired f (D) (Instr	(A) or . 3, 4 and	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount (A) (C)		Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock								5,369,700	D		
Common Stock - Retirement Shares								1,800	D		
Common Stock - SpTrstee								603,828	I	by Trust	
Common Stock - Spouse								75,364	I	by Spouse	
Common Stock - Trust 03								136,739	I	by Trust	
Common Stock - Trust 04								125,480	I	by Trust	
Common Stock - Trust 05								125,480	I	by Trust	
Common Stock - Trust 06								136,739	I	by Trust	
Common Stock - Trust 07								111,388	I	by Trust	
Common Stock - Trust 08								125,480	I	by Trust	
Common Stock - Trust 09								125,480	I	by Trust	
Common Stock - Trust 10								136,788	I	by Trust	
Common Stock - Trust 11								77,117	I	by Trust	
Common Stock - Trust 12								70,770	I	by Trust	
Common Stock - Trust 13								70,770	I	by Trust	
Common Stock - Trust 14								77,117	I	by Trust	
Common Stock - Trust 15								62,824	I	by Trust	
Common Stock - Trust 16								70,770	I	by Trust	
Common Stock - Trust 17								70,770	I	by Trust	
Common Stock - Trust 18								77,139	I	by Trust	
Common Stock - Trustee								134,689	I	by Trust	
Restricted Stock								3,200	D		

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount 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)

		Ta	able II - Deriva (e.g., p					uired, Dis , options,				Owned			
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)	Transa	Code V FANum(Der Fransaction Expertis Edutor (Datue Odd to the second of Securities   Code (Instr. Derivative (Month/Day/Year) Underlying					8. Price of 9. Number of Derivative derivative Security Securities (Instr. 5) 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	(A)	<del>(D)</del>	Date Exercisable	Expiration Date	Title	Amount or Number of <del>Shares</del>				
-Stock Appreciation Rights <sup>(1)</sup>	\$1.199							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: Richard E. Marriott

<u>05/07/2004</u>

\*\* Signature of Reporting Person Date

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

 $^{\ast}$  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.