HOST MARRIOTT CORP/

Form 4

February 08, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

Restricted

Stock

02/04/2005

(Print or Type Responses)

1. Name and A ABJI MINA	2. Issuer Name and Ticker or Trading Symbol HOST MARRIOTT CORP/ [HMT]						5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				,	(Check all applicable)				
6903 ROCI FL	(Month/Day/Year) 02/04/2005						Director 10% Owner Specify below) Executive Vice President					
	(Street)	4. If Ame	ndment, I	Date	Original		6. Individual or Joint/Group Filing(Check					
				nth/Day/Ye	ear)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
BETHESD.	BETHESDA, MD 20817							Person				
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner								ly Owned			
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			3. Transact Code (Instr. 8)	tion	4. Securiti or Dispose (Instr. 3, 4	ed of (4 and 5 (A) or	5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature of Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4) (I) (Instr. 4)		
Common Stock	02/04/2005			Code $A_{(1)}$		Amount 63,344	(D)	Price \$ 16.105	77,100	D		
Common Stock	02/04/2005			F(2)	3	33,088	D	\$ 16.105	44,012	D		

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

 $A^{(1)}$

63,344 D

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65,983

D

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number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber Expiration Date		ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	TT:41	or		
						Exercisable	Date	Title	Number		
				G 1 17	(1) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ABJI MINAZ

6903 ROCKLEDGE DRIVE 15TH FL

Executive Vice President

Signatures

BETHESDA, MD 20817

By: Elizabeth A. Abdoo For:

Minaz Abji

02/08/2005

Date

**Signature of Reporting Person

Explanation of Responses:

- * 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).
- (1) This transaction represents the release of restrictions on shares of restricted stock which vests on a periodic basis, and inclusion of such shares into unrestricted common stock.
- (2) The transaction reflects the withholding of securities incident to vesting in payment of tax liability. The shares actually received by reporting person is the number of vested shares minus the tax withholding shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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