#### **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)	3. Date of Earliest Transaction					(Check all applicable)					
6903 ROCI FL	E 15TH	(Month/Day/Year) 02/04/2005					Director 10% Owner Sofficer (give title Other (specify below) Executive Vice President				
(Street)			4. If Ame	ndment, D	ate Origina	.1	6	6. Individual or Joint/Group Filing(Check			
		· · · · · · · · · · · · · · · · · · ·					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
BETHESD.		Pe					Person				
(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	ned 3. 4. Securities Acquired n Date, if Transaction Disposed of (D) Code (Instr. 3, 4 and 5)  Oay/Year) (Instr. 8)  (A) or					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 V $A_{\underline{(1)}}$	63,344	(D)	Price \$ 16.105	77,100	D		
Common Stock	02/04/2005			F(2)	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 Exer	cisable and	7. Tit.	le and	8. Price of	9. Nu
D	erivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	iorNumber	Expiration D	ate	Amou	unt of	Derivative	Deriv
S	ecurity	or Exercise		any	Code	of	(Month/Day	/Year)	Unde	rlying	Security	Secui
(I	nstr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	re		Secur	rities	(Instr. 5)	Bene
		Derivative				Securities	S		(Instr	. 3 and 4)		Own
		Security				Acquired	l					Follo
		-				(A) or						Repo
						Disposed	l					Trans
						of (D)						(Instr
						(Instr. 3,						
						4, and 5)						
										Amount		
							Date	Expiration		or		
							Exercisable	Date	Title	Number		
										of		
					Code V	$^{\prime}$ (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** 

By: Elizabeth A. Abdoo For:

Minaz Abji

BETHESDA, MD 20817

Date

02/08/2005

\*\*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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