

HOST MARRIOTT CORP/  
Form 4  
July 18, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BAYLIS ROBERT M**  
  
(Last) (First) (Middle)  
  
**C/O PARTNERE LTD, WELLESLEY HOUSE 90 PITTS BAY RD**

2. Issuer Name and Ticker or Trading Symbol  
**HOST MARRIOTT CORP/ [HMT]**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**07/15/2005**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)  
  
**PEMBROKE BERMUDA, D0 HM 08**  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Restricted-Annual Director Stock Award | 07/15/2005                           |  | A <sup>(1)</sup>               |   | 126.6151  | A  | \$ 17.69  |
| Restricted-Special One Time Award      | 07/15/2005                           |  | A <sup>(1)</sup>               |   | 61.1504   | A  | \$ 17.69  |
| Common Stock                           |                                      |  |                                |   |   |  | 14,131  |

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

**Persons who respond to the collection of information contained in this form are not**

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required to respond unless the form displays a currently valid OMB control number.

**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 Underlying Security (Instr. 3 and 4) |              |        |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|--------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount |
| Non-Employee Director Def. Stock Units     | \$ 0   | 07/15/2005                           |  | A                              | 132.8762  | (2)  | (2)   | Common Stock | 132    |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| BAYLIS ROBERT M<br>C/O PARTNERE LTD<br>WELLESLEY HOUSE 90 PITTS BAY RD<br>PEMBROKE BERMUDA, D0 HM 08 | X             |           |         |       |

## Signatures

By: Elizabeth A. Abdo For: Robert M. Baylis  
Date: 07/18/2005

Signature of Reporting Person Date

## 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) Pursuant to the Comprehensive Stock Incentive Plan, reporting person is required to reinvest cash dividends paid on shares of restricted stock into additional shares of unrestricted common stock.
- (2) Pursuant to the Restricted Stock Plan, reporting person is required to reinvest cash dividends in shares of additional Host Marriott Corporation common stock.

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.