

HOST MARRIOTT CORP/
Form 4
April 18, 2005

FORM 4

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

OMB APPROVAL

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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 *
MCHALE JUDITH A

(Last) (First) (Middle)

DISCOVERY COMMUNICATIONS, INC., ONE DISCOVERY PLACE, 9TH FLOOR

(Street)

SILVER SPRING, MD 20910-3354

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

HOST MARRIOTT CORP/ [HMT]

3. Date of Earliest Transaction (Month/Day/Year)

04/15/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Restricted-Annual Director Stock Award | 04/15/2005 | | A ⁽¹⁾ | 31.9372 | \$ 16.52 | 6,626.989 | D |

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

SEC 1474 (9-02)

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

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| 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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Non-Employee Director Def. Stock Units | \$ 0 | 04/15/2005 | | A | 20.6958 | <u>(2)</u> <u>(2)</u> | Common Stock |
| Non-Employee Director Def. Stock Units | \$ 0 | | | | | 01/31/2003 ⁽³⁾ 01/31/2013 ⁽³⁾ | Common Stock |
| Non-Employee Director Def. Stock Units | \$ 0 | | | | | 02/28/2003 ⁽³⁾ 02/28/2013 ⁽³⁾ | Common Stock |
| Non-Employee Director Def. Stock Units | \$ 0 | | | | | 03/31/2003 ⁽³⁾ 03/31/2013 ⁽³⁾ | Common Stock |
| Non-Employee Director Def. Stock Units | \$ 0 | | | | | 04/30/2003 ⁽³⁾ 04/30/2013 ⁽³⁾ | Common Stock |
| Non-Employee Director Def. Stock Units | \$ 0 | | | | | 05/30/2003 ⁽³⁾ 05/31/2013 ⁽³⁾ | Common Stock |
| Non-Employee Director Def. Stock Units | \$ 0 | | | | | 06/30/2003 ⁽³⁾ 06/30/2013 ⁽³⁾ | Common Stock |
| Non-Employee Director Def. Stock Units | \$ 0 | | | | | 07/31/2003 ⁽³⁾ 07/31/2013 ⁽³⁾ | Common Stock |
| Non-Employee Director Def. Stock Units | \$ 0 | | | | | 08/29/2003 ⁽³⁾ 08/29/2013 ⁽³⁾ | Common Stock |
| Non-Employee Director Def. Stock Units | \$ 0 | | | | | 08/31/2004 ⁽³⁾ 08/31/2013 ⁽³⁾ | Common Stock |
| Non-Employee Director Def. Stock Units | \$ 0 | | | | | 09/30/2003 ⁽³⁾ 09/30/2013 ⁽³⁾ | Common Stock |
| Non-Employee Director Def. Stock Units | \$ 0 | | | | | 10/29/2004 ⁽³⁾ 10/29/2013 ⁽³⁾ | Common Stock |

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| | | | | |
|--|------|---------------------------|---------------------------|-----------------|
| Non-Employee Director Def. Stock Units | \$ 0 | 10/31/2003 ⁽³⁾ | 10/31/2013 ⁽³⁾ | Common Stock |
| Non-Employee Director Def. Stock Units | \$ 0 | 11/28/2003 ⁽³⁾ | 11/28/2013 ⁽³⁾ | Common Stock |
| Non-Employee Director Def. Stock Units | \$ 0 | 12/31/2003 ⁽³⁾ | 12/31/2013 ⁽³⁾ | Common Stock |
| Non-Employee Director Def. Stock Units | \$ 0 | 01/30/2004 ⁽³⁾ | 01/30/2014 ⁽³⁾ | Common Stock |
| Non-Employee Director Def. Stock Units | \$ 0 | 02/27/2004 ⁽³⁾ | 02/27/2014 ⁽³⁾ | Common Stock |
| Non-Employee Director Def. Stock Units | \$ 0 | 03/31/2004 ⁽³⁾ | 03/31/2014 ⁽³⁾ | Common Stock |
| Non-Employee Director Def. Stock Units | \$ 0 | 04/30/2004 ⁽³⁾ | 04/30/2014 ⁽³⁾ | Common Stock |
| Non-Employee Director Def. Stock Units | \$ 0 | 05/28/2004 ⁽³⁾ | 05/28/2014 ⁽³⁾ | Common Stock |
| Non-Employee Director Def. Stock Units | \$ 0 | 06/30/2004 ⁽³⁾ | 06/30/2014 ⁽³⁾ | Common Stock |
| Non-Employee Director Def. Stock Units | \$ 0 | 07/30/2004 ⁽³⁾ | 07/30/2014 ⁽³⁾ | Common Stock |
| Non-Employee Director Def. Stock Units | \$ 0 | 11/30/2004 ⁽³⁾ | 11/30/2014 ⁽³⁾ | Common Stock |
| Non-Employee Director Def. Stock Units | \$ 0 | 12/31/2004 ⁽³⁾ | 12/31/2014 ⁽³⁾ | Common Stock |
| Non-Employee Director Def. Stock Units | \$ 0 | 01/31/2005 ⁽³⁾ | 01/31/2015 ⁽³⁾ | Common Stock |
| Non-Employee Director Def. Stock Units | \$ 0 | 02/28/2005 ⁽³⁾ | 02/28/2015 ⁽³⁾ | Common Stock |
| Non-Employee Director Def. | \$ 0 | 03/31/2005 ⁽³⁾ | 03/31/2015 ⁽³⁾ | Common Stock |

Stock Units

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MCHALE JUDITH A DISCOVERY COMMUNICATIONS, INC. ONE DISCOVERY PLACE, 9TH FLOOR SILVER SPRING, MD 20910-3354 | X | | | |

Signatures

By: Elizabeth A. Abdo For: Judith A.
McHale

04/18/2005

__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.
- The stock units were accrued under the Host Marriott Corporation Non-Employee Directors' Deferred Stock Compensation Plan and are
- (3) to be settled in Host Marriott common stock in a lump sum or equal annual installments over a period not to exceed ten (10) years upon the reporting person's termination of service as a Director.

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.