

HOST MARRIOTT CORP/
Form 4
March 01, 2005

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 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

OMB APPROVAL

OMB
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(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)

02/28/2005

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)
Restricted-Annual Director Stock Award			Code	V Amount (D) Price	6,595.0518	D	

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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 Underly (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Employee Director Def. Stock Units	\$ 0	02/28/2005		A		529.0598		02/28/2005 ⁽¹⁾	02/28/2015 ⁽¹⁾	Comm Stoc
Non-Employee Director Def. Stock Units	\$ 0							01/31/2003 ⁽¹⁾	01/31/2013	Comm Stoc
Non-Employee Director Def. Stock Units	\$ 0							02/28/2003 ⁽¹⁾	02/28/2013	Comm Stoc
Non-Employee Director Def. Stock Units	\$ 0							03/31/2003 ⁽¹⁾	03/31/2013	Comm Stoc
Non-Employee Director Def. Stock Units	\$ 0							04/30/2003 ⁽¹⁾	04/30/2013	Comm Stoc
Non-Employee Director Def. Stock Units	\$ 0							05/30/2003 ⁽¹⁾	05/31/2013	Comm Stoc
Non-Employee Director Def. Stock Units	\$ 0							06/30/2003 ⁽¹⁾	06/30/2013	Comm Stoc
Non-Employee Director Def. Stock Units	\$ 0							07/31/2003 ⁽¹⁾	07/31/2013	Comm Stoc
Non-Employee Director Def. Stock Units	\$ 0							08/29/2003 ⁽¹⁾	08/29/2013	Comm Stoc
Non-Employee Director Def. Stock Units	\$ 0							08/31/2004 ⁽¹⁾	08/31/2013 ⁽¹⁾	Comm Stoc
Non-Employee Director Def. Stock Units	\$ 0							09/30/2003 ⁽¹⁾	09/30/2013 ⁽¹⁾	Comm Stoc
Non-Employee Director Def. Stock Units	\$ 0							10/29/2004 ⁽¹⁾	10/29/2013 ⁽¹⁾	Comm Stoc

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Non-Employee Director Def. Stock Units	\$ 0	10/31/2003 ⁽¹⁾	10/31/2013	Common Stock
Non-Employee Director Def. Stock Units	\$ 0	11/28/2003 ⁽¹⁾	11/28/2013 ⁽¹⁾	Common Stock
Non-Employee Director Def. Stock Units	\$ 0	12/31/2003	12/31/2013	Common Stock
Non-Employee Director Def. Stock Units	\$ 0	01/30/2004	01/30/2014	Common Stock
Non-Employee Director Def. Stock Units	\$ 0	02/27/2004	02/27/2014	Common Stock
Non-Employee Director Def. Stock Units	\$ 0	03/31/2034 ⁽¹⁾	03/31/2014 ⁽¹⁾	Common Stock
Non-Employee Director Def. Stock Units	\$ 0	04/30/2004 ⁽¹⁾	04/30/2014 ⁽¹⁾	Common Stock
Non-Employee Director Def. Stock Units	\$ 0	05/28/2004 ⁽¹⁾	05/28/2014 ⁽¹⁾	Common Stock
Non-Employee Director Def. Stock Units	\$ 0	06/30/2004 ⁽¹⁾	06/30/2014 ⁽¹⁾	Common Stock
Non-Employee Director Def. Stock Units	\$ 0	07/30/2004 ⁽¹⁾	07/30/2014 ⁽¹⁾	Common Stock
Non-Employee Director Def. Stock Units	\$ 0	11/30/2004 ⁽¹⁾	11/30/2014 ⁽¹⁾	Common Stock
Non-Employee Director Def. Stock Units	\$ 0	12/31/2004 ⁽¹⁾	12/31/2014 ⁽¹⁾	Common Stock
Non-Employee Director Def. Stock Units	\$ 0	01/31/2005 ⁽¹⁾	01/31/2015 ⁽¹⁾	Common Stock
Non-Employee Director Def. Stock Units	\$ 0	⁽²⁾	⁽²⁾	Common Stock

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. Abdoo For: Judith A.
McHale

03/01/2005

__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).

The stock units were accrued under the Host Marriott Corporation Non-Employee Directors' Deferred Stock Compensation Plan and are

(1) 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.

(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.

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