

HOST MARRIOTT CORP/  
Form 8-K  
April 25, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): April 20, 2005

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**HOST MARRIOTT CORPORATION**

(Exact name of registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction  
of incorporation)

**001-14625**  
(Commission File Number)

**53-0085950**  
(I.R.S. Employer  
Identification No.)

**6903 Rockledge Drive**  
**Suite 1500**

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**Bethesda, Maryland 20817**

**(Address of principal executive offices and Zip Code)**

**(240) 744-1000**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(Former name or former address, if changed since last report)**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant**

On April 20, 2005, Host Marriott Corporation announced that we have called for redemption all outstanding shares of our 10% Class B Cumulative Redeemable Preferred Stock, par value \$0.01 per share (the Class B Preferred Stock), and 10% Class D Cumulative Redeemable Preferred Stock, par value \$0.01 per share (the Class D Preferred Stock), on May 20, 2005, the Redemption Date. The Class B Preferred Stock is currently listed on the New York Stock Exchange under the symbol HMT-PB. On the Redemption Date, we will redeem 4,000,000 shares of Class B Preferred Stock and 33,182 shares of Class D Preferred Stock at a redemption price of \$25.2431 per share, representing the liquidation preference of \$25.00 per share plus the amount equal to all dividends accrued and unpaid thereon to the Redemption Date. The aggregate redemption prices for the outstanding shares of Class B Preferred Stock and Class D Preferred Stock are \$100,972,400.00 and \$837,616.54, respectively.

A copy of the form of notice of redemption for each of the Class B Preferred Stock and the Class D Preferred Stock are attached hereto as Exhibits 99.1 and 99.2 and are incorporated herein by reference.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

**(c) Exhibits.**

The following exhibits are filed herewith:

<u>EXHIBIT NO.</u>	<u>DESCRIPTION OF EXHIBITS</u>
99.1	Form of Notice of Redemption, dated April 20, 2005, with respect to the redemption of the registrant's 10% Class B Cumulative Redeemable Preferred Stock
99.2	Form of Notice of Redemption, dated April 20, 2005, with respect to the redemption of the registrant's 10% Class D Cumulative Redeemable Preferred Stock

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: April 25, 2005

HOST MARRIOTT CORPORATION

By: /s/ LARRY K. HARVEY

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Larry K. Harvey

Senior Vice President and

Corporate Controller