

Edgar Filing: HOST MARRIOTT CORP/ - Form SC 13D/A

HOST MARRIOTT CORP/
Form SC 13D/A
May 15, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No. 4) (1)

Host Marriott Corporation

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

44107P104

(CUSIP Number)

Thomas J. Saylak
Blackstone Real Estate Associates L.P.
345 Park Avenue, 31st Floor
New York, New York 10154
(212) 935-2626

With a copy to:

Gregory Ressa, Esq.
Simpson Thacher & Bartlett
425 Lexington Avenue
New York, New York 10017
(212) 455-2000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

May 8, 2001

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

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Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)
(Page 1 of 36 pages)

-
- (1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 44107P104

13D

Page 2 of 36

-
- (1) NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Blackstone Real Estate Partners II L.P.
I.R.S. Identification No. - 13-3930073

-
- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

-
- (3) SEC USE ONLY

-
- (4) SOURCE OF FUNDS*

00

-
- (5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

-
- (6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-
- (7) SOLE VOTING POWER

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NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6,641,942

(8) SHARED VOTING POWER

468,470

(9) SOLE DISPOSITIVE POWER

6,641,942

(10) SHARED DISPOSITIVE POWER

468,470

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,110,412

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.7%

(14) TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 44107P104

13D

Page 3 of 36

(1) NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Blackstone Real Estate Holdings II L.P.
I.R.S. Identification No. - 13-3916108

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

(3) SEC USE ONLY

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(4) SOURCE OF FUNDS*

00

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

2,042,673

(8) SHARED VOTING POWER

468,470

EACH
REPORTING
PERSON
WITH

(9) SOLE DISPOSITIVE POWER

2,042,673

(10) SHARED DISPOSITIVE POWER

468,470

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,511,143

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.95%

(14) TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT

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CUSIP No. 44107P104

13D

Page 4 of 36

(1) NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Blackstone Real Estate Partners II.TE.1 L.P.
I.R.S. Identification No. - 13-3915147

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*

00

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

NUMBER OF

4,990,565

SHARES

BENEFICIALLY

(8) SHARED VOTING POWER

468,470

OWNED BY

EACH

(9) SOLE DISPOSITIVE POWER

REPORTING

4,990,565

PERSON

(10) SHARED DISPOSITIVE POWER

WITH

468,470

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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5,459,035

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.1%

(14) TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 44107P104

13D

Page 5 of 36

(1) NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Blackstone Real Estate Partners II.TE.2 L.P.
I.R.S. Identification No. - 13-3915149

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*

00

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

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NUMBER OF
SHARES 214,596
BENEFICIALLY (8) SHARED VOTING POWER
OWNED BY 468,470
EACH (9) SOLE DISPOSITIVE POWER
REPORTING PERSON 214,596
WITH (10) SHARED DISPOSITIVE POWER
468,470

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

683,066

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.3%

(14) TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 44107P104

13D

Page 6 of 36

(1) NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Blackstone Real Estate Partners II.TE.3 L.P.
I.R.S. Identification No. - 13-3943180

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

(3) SEC USE ONLY

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(4) SOURCE OF FUNDS*

00

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	(7) SOLE VOTING POWER
NUMBER OF	1,025,959
SHARES	
BENEFICIALLY	(8) SHARED VOTING POWER
OWNED BY	468,470
EACH	(9) SOLE DISPOSITIVE POWER
REPORTING	1,025,959
PERSON	(10) SHARED DISPOSITIVE POWER
WITH	468,470

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,494,429

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.6%

(14) TYPE OF REPORTING PERSON*

PN

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CUSIP No. 44107P104

13D

Page 7 of 36

(1) NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Blackstone Real Estate Partners II.TE.4 L.P.
I.R.S. Identification No. - 13-3943181

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*

00

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

NUMBER OF

208,693

SHARES

BENEFICIALLY

(8) SHARED VOTING POWER

468,470

OWNED BY

EACH

(9) SOLE DISPOSITIVE POWER

REPORTING

208,693

PERSON

WITH

(10) SHARED DISPOSITIVE POWER

468,470

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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677,163

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.3%

(14) TYPE OF REPORTING PERSON*

PN

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CUSIP No. 44107P104

13D

Page 8 of 36

(1) NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Blackstone Real Estate Partners II.TE.5 L.P.

I.R.S. Identification No. - 13-3973673

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*

00

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2 (d) OR 2 (e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

NUMBER OF

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SHARES 438,980
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
(8) SHARED VOTING POWER 468,470
(9) SOLE DISPOSITIVE POWER
(10) SHARED DISPOSITIVE POWER 468,470

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

907,450

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.3%

(14) TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 44107P104

13D

Page 9 of 36

(1) NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Blackstone Real Estate Partners I L.P.
I.R.S. Identification No. - 13-3930073

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

(3) SEC USE ONLY

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(4) SOURCE OF FUNDS*

00

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	(7) SOLE VOTING POWER
NUMBER OF	1,934,258
SHARES	
BENEFICIALLY	(8) SHARED VOTING POWER
OWNED BY	468,470
EACH	(9) SOLE DISPOSITIVE POWER
REPORTING	1,934,258
PERSON	(10) SHARED DISPOSITIVE POWER
WITH	468,470

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,402,728

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.9%

(14) TYPE OF REPORTING PERSON*

PN

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CUSIP No. 44107P104

13D

Page 10 of 36

(1) NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Blackstone Real Estate Partners Two L.P.
I.R.S. Identification No. - 13-3787414

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*

00

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

NUMBER OF

126,834

SHARES

(8) SHARED VOTING POWER

BENEFICIALLY

468,470

OWNED BY

(9) SOLE DISPOSITIVE POWER

EACH

REPORTING

126,834

PERSON

(10) SHARED DISPOSITIVE POWER

WITH

468,470

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

595,304

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(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.2%

(14) TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 44107P104

13D

Page 11 of 36

(1) NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Blackstone Real Estate Partners Three L.P.
I.R.S. Identification No. - 13-3787415

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*

00

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

NUMBER OF

1,230,545

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SHARES
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

(8) SHARED VOTING POWER
468,470

(9) SOLE DISPOSITIVE POWER
1,230,545

(10) SHARED DISPOSITIVE POWER
468,470

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,699,015

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.6%

(14) TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 44107P104

13D

Page 12 of 36

(1) NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Blackstone Real Estate Partners IV L.P.
I.R.S. Identification No. - 13-3787416

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

(3) SEC USE ONLY

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(4) SOURCE OF FUNDS*

00

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

NUMBER OF

38,684

SHARES

BENEFICIALLY

(8) SHARED VOTING POWER

468,470

OWNED BY

EACH

(9) SOLE DISPOSITIVE POWER

REPORTING

38,684

PERSON

WITH

(10) SHARED DISPOSITIVE POWER

468,470

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

507,154

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.2%

(14) TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT

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(1) NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Blackstone RE Capital Partners L.P.
I.R.S. Identification No. - 13-3794146

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*

00

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	(7) SOLE VOTING POWER
NUMBER OF	201,766
SHARES	
BENEFICIALLY	(8) SHARED VOTING POWER
OWNED BY	468,470
EACH	(9) SOLE DISPOSITIVE POWER
REPORTING	201,766
PERSON	(10) SHARED DISPOSITIVE POWER
WITH	468,470

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

670,236

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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[_]

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.25%

(14) TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 44107P104

13D

Page 14 of 36

(1) NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Blackstone RE Capital Partners II L.P.
I.R.S. Identification No. - 13-3794148

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) [_]

(b) [x]

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*

00

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

[_]

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

NUMBER OF

22,146

SHARES

(8) SHARED VOTING POWER

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BENEFICIALLY

468,470

OWNED BY

EACH (9) SOLE DISPOSITIVE POWER

REPORTING

22,146

PERSON

(10) SHARED DISPOSITIVE POWER

WITH

468,470

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

490,616

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.2%

(14) TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 44107P104

13D

Page 15 of 36

(1) NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Blackstone RE Offshore Capital Partners L.P.

I.R.S. Identification No. - 13-3794149

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*

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00

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2 (d) OR 2 (e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	(7) SOLE VOTING POWER
NUMBER OF	38,965
SHARES	
BENEFICIALLY	(8) SHARED VOTING POWER
OWNED BY	468,470
EACH	(9) SOLE DISPOSITIVE POWER
REPORTING	38,965
PERSON	(10) SHARED DISPOSITIVE POWER
WITH	468,470

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

507,435

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.2%

(14) TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT

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(1) NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Blackstone Real Estate Holdings L.P.
I.R.S. Identification No. - 13-3789506

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*

00

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2 (d) OR 2 (e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	(7) SOLE VOTING POWER
NUMBER OF	1,349,205
SHARES	
BENEFICIALLY	(8) SHARED VOTING POWER
OWNED BY	468,470
EACH	(9) SOLE DISPOSITIVE POWER
REPORTING	1,349,205
PERSON	(10) SHARED DISPOSITIVE POWER
WITH	468,470

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,817,675

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.7%

(14) TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 44107P104

13D

Page 17 of 36

(1) NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

CR/RE L.L.C.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*

00

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2 (d) OR 2 (e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

NUMBER OF

27,078

SHARES

BENEFICIALLY

(8) SHARED VOTING POWER

468,470

OWNED BY

Edgar Filing: HOST MARRIOTT CORP/ - Form SC 13D/A

EACH (9) SOLE DISPOSITIVE POWER
REPORTING 27,078
PERSON
(10) SHARED DISPOSITIVE POWER
WITH
468,470

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
495,548

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.2%

(14) TYPE OF REPORTING PERSON*
00

*SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 44107P104

13D

Page 18 of 36

(1) NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

BRE Logan Hotel Inc.
I.R.S. Identification No. - 13-3731847

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*
00

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(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

NUMBER OF
SHARES 14,362

(8) SHARED VOTING POWER

BENEFICIALLY OWNED BY
EACH REPORTING PERSON WITH

None

(9) SOLE DISPOSITIVE POWER

14,362

(10) SHARED DISPOSITIVE POWER

None

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,362

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 0.1%

(14) TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 44107P104

13D

Page 19 of 36

(1) NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

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BRE/Ceriale L.L.C.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*

00

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

NUMBER OF
SHARES

468,470

BENEFICIALLY

(8) SHARED VOTING POWER

None

OWNED BY

EACH

(9) SOLE DISPOSITIVE POWER

REPORTING

468,470

PERSON

(10) SHARED DISPOSITIVE POWER

WITH

None

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

468,370

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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0.2%

(14) TYPE OF REPORTING PERSON*

00

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CUSIP No. 44107P104

13D

Page 20 of 36

(1) NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

RTZ Management Corp.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*

00

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

NUMBER OF

14

SHARES

BENEFICIALLY

(8) SHARED VOTING POWER

None

OWNED BY

EACH

(9) SOLE DISPOSITIVE POWER

REPORTING

14

Edgar Filing: HOST MARRIOTT CORP/ - Form SC 13D/A

PERSON

(10) SHARED DISPOSITIVE POWER

WITH

None

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 0.1%

(14) TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 44107P104

13D

Page 21 of 36

(1) NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Blackstone Real Estate Associates L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*

00

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

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(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

NUMBER OF
SHARES

None

(8) SHARED VOTING POWER

BENEFICIALLY
OWNED BY

4,061,668

(9) SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

None

(10) SHARED DISPOSITIVE POWER

WITH

4,061,668

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,061,668

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.5%

(14) TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 44107P104

13D

Page 22 of 36

(1) NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Blackstone Real Estate Associates II L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

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(b) [x]

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*

Not Applicable

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

[_]

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	(7) SOLE VOTING POWER
NUMBER OF	None
SHARES	
BENEFICIALLY	(8) SHARED VOTING POWER
OWNED BY	13,989,205
EACH	(9) SOLE DISPOSITIVE POWER
REPORTING	None
PERSON	(10) SHARED DISPOSITIVE POWER
WITH	13,989,205

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,989,205

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

[_]

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.3%

(14) TYPE OF REPORTING PERSON*

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PN

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CUSIP No. 44107P104

13D

Page 23 of 36

(1) NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Blackstone Real Estate Management II L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*

Not Applicable

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

NUMBER OF

None

SHARES

BENEFICIALLY

(8) SHARED VOTING POWER

16,031,878

OWNED BY

EACH

(9) SOLE DISPOSITIVE POWER

REPORTING

None

PERSON

(10) SHARED DISPOSITIVE POWER

WITH

16,031,878

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(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,031,878

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.05%

(14) TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 44107P104

13D

Page 24 of 36

(1) NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

BREA L.L.C.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*

Not Applicable

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

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(7) SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

None

(8) SHARED VOTING POWER

5,410,873

(9) SOLE DISPOSITIVE POWER

None

(10) SHARED DISPOSITIVE POWER

5,410,873

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,410,873

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.0%

(14) TYPE OF REPORTING PERSON*

OO

*SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 44107P104

13D

Page 25 of 36

(1) NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

BREA II L.L.C.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

(3) SEC USE ONLY

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(4) SOURCE OF FUNDS*

Not Applicable

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

NUMBER OF
SHARES

None

BENEFICIALLY

(8) SHARED VOTING POWER

16,031,878

OWNED BY

EACH
REPORTING
PERSON

(9) SOLE DISPOSITIVE POWER

None

WITH

(10) SHARED DISPOSITIVE POWER

16,031,878

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,031,878

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.05%

(14) TYPE OF REPORTING PERSON*

OO

*SEE INSTRUCTIONS BEFORE FILLING OUT

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CUSIP No. 44107P104

13D

Page 26 of 36

(1) NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Peter G. Peterson

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*

Not Applicable

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

(7) SOLE VOTING POWER

NUMBER OF

None

SHARES

BENEFICIALLY

(8) SHARED VOTING POWER

20,988,657

OWNED BY

EACH

(9) SOLE DISPOSITIVE POWER

REPORTING

None

PERSON

WITH

(10) SHARED DISPOSITIVE POWER

20,988,657

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

20,988,657

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(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.9%

(14) TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 44107P104

13D

Page 27 of 36

(1) NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Stephen A. Schwarzman

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*

Not Applicable

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

(7) SOLE VOTING POWER

NUMBER OF

None

SHARES

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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

(8) SHARED VOTING POWER
20,988,657

(9) SOLE DISPOSITIVE POWER

None

(10) SHARED DISPOSITIVE POWER
20,988,657

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

20,988,657

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.9%

(14) TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 44107P104

13D

Page 28 of 36

(1) NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

John G. Schreiber

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*

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Not Applicable

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2 (d) OR 2 (e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

(7) SOLE VOTING POWER

NUMBER OF
SHARES None

(8) SHARED VOTING POWER

BENEFICIALLY
OWNED BY None

(9) SOLE DISPOSITIVE POWER

EACH
REPORTING None

PERSON

(10) SHARED DISPOSITIVE POWER

WITH

17,582,403

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,582,403

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.6%

(14) TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

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(1) NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

John Ceriale

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*

Not Applicable

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

	(7) SOLE VOTING POWER
NUMBER OF	27,078
SHARES	
BENEFICIALLY	(8) SHARED VOTING POWER
OWNED BY	468,470
EACH	(9) SOLE DISPOSITIVE POWER
REPORTING	27,078
PERSON	(10) SHARED DISPOSITIVE POWER
WITH	468,470

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

495,548

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.2%

(14) TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 44107P104

13D

Page 30 of 36

AMENDMENT NO. 4

The Statement on Schedule 13D relating to the Common Stock, par value \$.01 per share (the "Common Stock") of Host Marriott Corporation, a Maryland corporation (the "Issuer") initially filed on May 13, 1999, as amended (the "Schedule 13D"), by Blackstone Real Estate Partners I L.P. ("BRE I"); Blackstone Real Estate Holdings II L.P. ("BREH II"); Blackstone Real Estate Partners II T.E. 1 L.P. ("BRE II TE 1"); Blackstone Real Estate Partners II T.E. 2 L.P. ("BRE II TE 2"); Blackstone Real Estate Partners II T.E. 3 L.P. ("BRE II TE 3"); Blackstone Real Estate Partners II T.E. 4 L.P. ("BRE II TE 4"); Blackstone Real Estate Partners II T.E. 5 L.P. ("BRE II TE 5"); Blackstone Real Estate Partners I L.P. ("BRE I"); Blackstone Real Estate Partners Two L.P. ("BRE Two"); Blackstone Real Estate Partners Three L.P. ("BRE Three"); Blackstone Real Estate Partners IV L.P. ("BRE IV"); Blackstone RE Capital Partners L.P. ("BRECP"); Blackstone RE Capital Partners II L.P. ("BRECP II"); Blackstone RE Offshore Capital Partners L.P. ("BOC"); Blackstone Real Estate Holdings L.P. ("BREH"); CR/RE L.L.C. ("CRRE"); BRE/Ceriale L.L.C. ("BRE/Ceriale"); RTZ Management Corp. ("RTZ"); BRE Logan Hotel Inc. ("Logan"); Blackstone Real Estate Associates L.P. ("BREA"); Blackstone Real Estate Associates II L.P. ("BREA II"); Blackstone Real Estate Management Associates II L.P. ("BREMA II"); BREA L.L.C. ("BREA LLC"); ("BREA II LLC"); Peter G. Peterson ("Peterson"); Stephen A. Schwarzman ("Schwarzman"); John G. Schreiber ("Schreiber"); and John Ceriale ("Ceriale"), is hereby amended as set forth herein. Responses to each item below may be incorporated by reference into each other item, as applicable. Capitalized terms used herein but not defined shall have the meanings set forth in the Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby deleted in its entirety and replaced by the following text:

As of the date of this filing, the Reporting Persons own, in the aggregate, 21,015,735 OP Units, which are redeemable for cash (or at the Issuer's election, exchangeable for Common Stock on a one-for-one basis). Notwithstanding the foregoing, this Item 5 discloses the aggregate number of Common Stock that the Reporting Persons may be deemed beneficially to own due to their right to redeem OP Units.

As of the date of this filing, BRE II, BREH II, BRE II TE 1, BRE II TE 2, BRE II TE 3, BRE II TE 4 and BRE II TE 5 may be deemed to beneficially own 6,641,942 (or approximately 2.5% of the outstanding shares of Common Stock; all percentages herein are based on the total number of shares of Common Stock

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outstanding as reported in the Issuer's most recently filed Schedule 14A filed on April 12, 2001, based upon best available information as of the date hereof), 2,042,673 (0.8%), 4,990,565 (1.9%), 214,596 (less than 0.1%), 1,025,959 (0.4%), 208,693 (less than 0.1%) and 438,980 (0.2%) shares of Common Stock, respectively. As of the date of this filing, BRE I, BRE Two, BRE Three, BRE IV, BRECP, BRECP II, BOC and BREH may be deemed to beneficially own 1,934,258 (0.7%), 126,834 (less than 0.1%), 1,230,545 (0.5%), 38,684 (less than 0.1%), 201,766 (less than 0.1%), 22,146 (less than 0.1%), 38,965 (less than 0.1%) and 1,349,205 (0.5 %) shares of Common Stock, respectively. As of the date of this filing, CRRE, Logan, Ceriale and RTZ may be deemed to beneficially own 27,078 (less than 0.1%), 14,362 (less than 0.1%), 468,470 (0.2%) and 14 (less than 0.1%) shares of Common Stock, respectively.

CUSIP No. 44107P104

13D

Page 31 of 36

Such shares of Common Stock represent, in the aggregate, 21,015,575 shares of Common Stock, or approximately 7.9% of the total number of shares of Common Stock outstanding as reported in the Issuer's most recently filed Schedule 14A filed on April 12, 2001. As of the date of this filing, each of the above-mentioned Reporting Persons, acting through each of their respective direct or indirect general partners and members, has the sole power to vote or direct the vote and to dispose or direct the disposition (subject to the provisions of the Contribution Agreement and the Partnership Agreement) of the above mentioned shares of Common Stock beneficially owned by each such Reporting Person.

In addition, by reason of their status as members of Ceriale, BRE I, BRE Two, BRE Three, BRE IV, BRECP, BRECP II, BOC, BREH, BRE II, BREH II, BRE II TE 1, BRE II TE 2, BRE II TE 3, BRE II TE 4, BRE II TE 5 and CRRE may be deemed to beneficially own the 468,470 (0.2%) shares of Common Stock beneficially owned by Ceriale. As of the date of this filing, BRE I, BRE Two, BRE Three, BRE IV, BRECP, BRECP II, BOC, BREH, BRE II, BREH II, BRE II TE 1, BRE II TE 2, BRE II TE 3, BRE II TE 4, BRE II TE 5 and CRRE have the shared power to vote or direct the vote and to dispose or direct the disposition (subject to the provisions of the Contribution Agreement and the Partnership Agreement) of the shares of Common Stock beneficially owned by Ceriale.

By reason of its status as the general partner of BRE I, BRE Two, BRE Three, BRE IV, BRECP, BRECP II and BOC, BRE A has the shared power to vote or direct the vote and to dispose or direct the disposition of the shares of Common Stock owned by such entities (in each case to the extent that BRE I, BRE Two, BRE Three, BRE IV, BRECP, BRECP II and BOC have such power) and, accordingly, may be deemed to beneficially own 4,061,668 (1.5%) shares of Common Stock.

By reason of its status as the general partner of BRE II, BRE II TE 1, BRE II TE 2, BRE II TE 3, BRE II TE 4, BRE II TE 5, BRE A II has the shared power to vote or direct the vote and to dispose or direct the disposition of shares of Common Stock owned by such entities (in each case to the extent that BRE II, BRE II TE 1, BRE II TE 2, BRE II TE 3, BRE II TE 4, BRE II TE 5, have such power) and, accordingly, may be deemed to beneficially own 13,989,205 (5.3%) shares of Common Stock.

By reason of the requirement that any disposition of an investment (directly or indirectly) by entities to which BRE A and BRE A II serves as general partner requires the approval of Schreiber, Schreiber has shared power to dispose or direct the disposition of the shares of Common Stock that may be deemed to be beneficially owned by BRE A and BRE A II (in each case to the extent that BRE A and BRE A II has such power) and, accordingly, may be deemed to beneficially own 17,582,403 (6.6%) shares of Common Stock which may be

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deemed to be beneficially owned by BREA and BREA II.

By reason of its status as the general partner of BREA and BREH, BREA LLC has the shared power to vote or direct the vote and to dispose or direct the disposition of the shares of Common Stock that may be deemed to be beneficially owned by BREA and BREH (in each case to the extent that the BREA and BREH have such power) and, accordingly, may be deemed to beneficially own 5,410,873 (2.0%) shares of Common Stock.

CUSIP No. 44107P104

13D

Page 32 of 36

By reason of its status as the general partner of BREA II and BREH II, BREMA II has the shared power to vote or direct the vote and to dispose or direct the disposition of the shares of Common Stock that may be deemed to be beneficially owned by BREA II and BREH II (in each case to the extent that the BREA II and BREH II have such power) and, accordingly, may be deemed to beneficially own 16,031,878 (6.05%) shares of Common Stock.

By reason of its status as the general partner of BREMA II, BREA II LLC has the shared power to vote or direct the vote and to dispose or direct the disposition of the shares of Common Stock that may be deemed to be beneficially owned by BREA II and BREH II (in each case to the extent that the BREA II and BREH II have such power) and, accordingly, may be deemed to beneficially own 16,031,878 (6.05%) shares of Common Stock.

By reason of their ability to control BREA LLC, BREA II LLC, RTZ and Logan, Peterson and Schwarzman have shared power to vote or to direct the vote and to dispose or direct the disposition of the shares of Common Stock that may be deemed to be beneficially owned by BREA LLC, BREA II LLC, RTZ and Logan (in each case to the extent that BREA LLC, BREA II LLC, RTZ and Logan have such power) and, accordingly, may be deemed to beneficially own 20,988,657 (7.9%) shares of Common Stock.

By reason of his status as a member with sole beneficial ownership of CRRE, Ceriale may be deemed to beneficially own, in the aggregate, the 495,548 (0.2%) shares of Common Stock beneficially owned by CRRE. As of the date of this filing, Ceriale has the sole and shared power to vote or direct the vote and to dispose or direct the disposition (subject to the provisions of the Contribution Agreement and the Partnership Agreement) of the shares of Common Stock beneficially owned by CRRE.

To the best knowledge of each of the Reporting Persons, none of the Reporting Persons has beneficial ownership of, or has engaged in any transaction during the past 60 days in, any shares of Common Stock, except as otherwise disclosed herein.

Pursuant to Rule 13d-4 under the Securities Exchange Act of 1934, as amended (the "Act"), the Reporting Persons declare that the filing of this statement shall not be construed as an admission that any such Reporting Person is, for the purposes of Section 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by this statement.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 is hereby supplemented as follows:

Pursuant to the Underwriting Agreement (the "Underwriting Agreement"), dated as of May 2, 2001, among the Issuer, Salomon Smith Barney Inc.

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("Salomon"), Host Marriott, L.P. and BRE I, BRE Two, BRE Three, BRE IV, BRECP, BRECP II, BOC, BREH, BRE II, BREH II, BRE II TE 1, BRE II TE 2, BRE II TE 3, BRE II TE 4, BRE II TE 5 and Logan (collectively, the "Selling Shareholders"), the Selling Shareholders agreed to sell, in the aggregate, 10,000,000 shares of Common Stock to Salomon for a price of \$12.32 per share. The Common Stock sold by the Selling Shareholders was issued to them by the Issuer upon the redemption of 10,000,000 OP Units held by them prior to the closing of the sale of Common

CUSIP No. 44107P104

13D

Page 33 of 36

Stock. The closing of the sale of Common Stock took place on May 8, 2001. After giving effect to sale of Common Stock, all Reporting Persons hold, in the aggregate, 21,015,735 OP Units, which are redeemable for cash or (at the election of the Issuer) shares of Common Stock (on a one-for-one basis). A copy of the Underwriting Agreement is filed as Exhibit 7 hereto and is incorporated herein by reference.

Item 7. Material to be filed as Exhibits.

INDEX OF EXHIBITS

Description

Exhibit 7

Underwriting Agreement, dated as of May 2, 2001, among the Issuer, Salomon, Host Marriott, L.P. and the Selling Shareholders.

CUSIP No. 44107P104

13D

Page 34 of 36

SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 15, 2001

BLACKSTONE REAL ESTATE PARTNERS I L.P.
BLACKSTONE REAL ESTATE PARTNERS TWO L.P.
BLACKSTONE REAL ESTATE PARTNERS THREE L.P.
BLACKSTONE REAL ESTATE PARTNERS IV L.P.
BLACKSTONE RE CAPITAL PARTNERS L.P.
BLACKSTONE RE CAPITAL PARTNERS II L.P.
BLACKSTONE RE OFFSHORE CAPITAL PARTNERS L.P.
BLACKSTONE REAL ESTATE HOLDINGS L.P.
BLACKSTONE REAL ESTATE PARTNERS II L.P.
BLACKSTONE REAL ESTATE HOLDINGS II L.P.
BLACKSTONE REAL ESTATE PARTNERS II.TE.1 L.P.
BLACKSTONE REAL ESTATE PARTNERS II.TE.2 L.P.
BLACKSTONE REAL ESTATE PARTNERS II.TE.3 L.P.
BLACKSTONE REAL ESTATE PARTNERS II.TE.4 L.P.
BLACKSTONE REAL ESTATE PARTNERS II.TE.5 L.P.
CR/RE L.L.C.
BRE LOGAN HOTEL INC.

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BRE/CERIALE L.L.C.
RTZ MANAGEMENT CORP.
BLACKSTONE REAL ESTATE ASSOCIATES L.P.
BLACKSTONE REAL ESTATE ASSOCIATES II L.P.
BLACKSTONE REAL ESTATE MANAGEMENT
ASSOCIATES II L.P.
BREA L.L.C.
BREA II L.L.C.
PETER G. PETERSON
STEPHEN A. SCHWARZMAN
JOHN G. SCHREIBER

CUSIP No. 44107P104

13D

Page 35 of 36

JOHN CERIALE

By: /s/ Gary M. Sumers

Name: Gary M. Sumers
Title: Attorney-in-fact

CUSIP No. 44107P104

13D

Page 36 of 36

INDEX OF EXHIBITS

Description

- Exhibit 1 Joint Filing Agreement and Power of Attorney dated as of May 13, 1999, among the Reporting Persons relating to the filing of a joint statement on Schedule 13D, incorporated by reference to Exhibit 1 to the Schedule 13D.
- Exhibit 2 Second Amended and Restated Agreement of Limited Partnership of the Issuer, incorporated by reference to Exhibit 3.1 to the Registration Statement of the Issuer on Form S-4/A, dated October 10, 1998.
- Exhibit 3 Contribution Agreement dated as of April 16, 1998 by and among the Issuer, the Operating Partnership, and the Contributors (as defined therein), incorporated by reference to Exhibit 10.18 to the Registration Statement of the Issuer on Form S-4/A dated October 10, 1998.
- Exhibit 4 Amendment #1 to Contribution Agreement, dated May 8, 1998, incorporated by reference to Exhibit 10.19 to the Registration Statement of the Issuer on Form S-4/A dated October 10, 1998.
- Exhibit 5 Amendment #2 to Contribution Agreement, dated May 18, 1998, incorporated by reference to Exhibit 10.20 to the Registration Statement of the Issuer on Form S-4/A dated October 10, 1998.
- Exhibit 6 Underwriting Agreement, dated as of February 1, 2001, among the Issuer, Salomon, Host Marriott, L.P. and the Selling Shareholders, incorporated by reference to Exhibit 1.1 to the Current Report of

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the Issuer on Form 8-K dated February 7, 2001.

Exhibit 7 Underwriting Agreement, dated as of May 2, 2001, among the Issuer, Salomon, Host Marriott, L.P. and the Selling Shareholders, incorporated by reference to Exhibit 1.1 to the Current Report of the Issuer on Form 8-K dated May 8, 2001.