

BAINUM STEWART JR  
 Form 4  
 June 26, 2006

**FORM 4**

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

OMB APPROVAL

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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 \*  
**BAINUM STEWART JR**

2. Issuer Name and Ticker or Trading Symbol  
**CHOICE HOTELS INTERNATIONAL INC /DE [CHH]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 10770 COLUMBIA PIKE, SUITE 100  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/22/2006

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

SILVER SPRING, MD 20901

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    |                                      |  |                                | (A) or (D)  | 126,036   | I  | See Footnote (2)                                      |
| Common Stock                    |                                      |  |                                | (A) or (D)  | 116,046   | I  | See Footnote (3)                                      |
| Common Stock                    |                                      |  |                                | (A) or (D)  | 7,250   | I  | See Footnote (4)                                      |
| Common                          |                                      |  |                                | (A) or (D)  | 1,446,156   | I  | See   |

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|                 |            |            |   |         |   |              |           |   |                             |
|-----------------|------------|------------|---|---------|---|--------------|-----------|---|-----------------------------|
| Stock           |            |            |   |         |   |              |           |   | Footnote<br>(5)             |
| Common<br>Stock |            |            |   |         |   |              | 13,032    | I | See<br>Footnote<br>(7)      |
| Common<br>Stock |            |            |   |         |   |              | 257,183   | I | See<br>Footnote<br>(8)      |
| Common<br>Stock | 01/31/2006 | 01/31/2006 | J | 16,800  | D | \$ 0         | 70,346    | I | See<br>Footnote<br>(9) (14) |
| Common<br>Stock |            |            |   |         |   |              | 7,062     | I | See<br>Footnote<br>(6)      |
| Common<br>Stock |            |            |   |         |   |              | 226       | I | See<br>Footnote<br>(12)     |
| Common<br>Stock | 06/22/2006 | 06/22/2006 | M | 120,000 | A | \$<br>6.0565 | 3,114,614 | I | See<br>Footnote<br>(1) (13) |
| Common<br>Stock | 06/22/2006 | 06/22/2006 | S | 13,500  | D | \$ 54.55     | 3,101,114 | I | See<br>Footnote<br>(1) (13) |
| Common<br>Stock | 01/31/2006 | 01/31/2006 | J | 16,800  | A | \$ 0         | 3,117,914 | I | See<br>Footnote<br>(1) (14) |

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

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(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and Expiration<br>Date<br>(Month/Day/Year) | 7. Title<br>Underlying<br>(Instr. 3) |
|---|--|---|---|--------------------------------------|---|--|--------------------------------------|
|   |  |   |   |                                      |   | Date Exercisable    Expiration Date                            | Title                                |
|   |  |   |   | Code V (A) (D)                       |   |  |                                      |



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