

CHOICE HOTELS INTERNATIONAL INC /DE
 Form 4
 September 18, 2014

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)
 8171 MAPLE LAWN BLVD, SUITE 375
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/17/2014

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

FULTON, MD 20759

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

(City) (State) (Zip)

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)
				Code V Amount (D) Price			
Common Stock	09/17/2014	09/17/2014	X	666,964 A \$ 51.78	666,964	D (9)	
Common Stock	09/17/2014	09/17/2014	D	333,482 D \$ 51.78	0	D (1) (9)	
Common Stock					1,948,342	I	See Footnote (1)
Common Stock					126,035	I	See Footnote (2)

Common Stock	1,023,065	I	See Footnote (3)
Common Stock	10,879	I	See Footnote (4)
Common Stock	447	I	See Footnote (5)
Common Stock	1,644,000	I	See Footnote (6)
Common Stock	1,508	I	See Footnote (7)

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 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 Security (Instr. 3 and 4)
					Code	V	(A)	(D)	Date Exercisable	
Option	\$ 51.78	09/17/2014	09/17/2014	G	V	666,964		09/17/2014	10/03/2014	Common Stock
Option	\$ 51.78	09/17/2014	09/17/2014	X			666,964	09/17/2014	10/03/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAINUM STEWART JR 8171 MAPLE LAWN BLVD SUITE 375 FULTON, MD 20759	X	X	Chairman	

Signatures

Christine A. Shreve,
Attorney-in-fact

09/18/2014

__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) Shares owned by Stewart Bainum Jr. Declaration of Trust ("Stewart Bainum Jr. Trust") in which Mr. Bainum, Jr. is the sole trustee and current beneficiary. Shares remaining after exercise and sales described in Notes 8 and 9 were contributed to the Stewart Bainum Jr. Trust.

(2) The proportionate interest of the Stewart Bainum, Jr. Trust in shares (978,482) owned by Mid Pines Associates, L.P. ("Mid Pines"), an entity in which the Stewart Bainum Jr. Trust has shared voting authority.

(3) The proportionate interest of the Stewart Bainum, Jr. Trust in shares (6,821,574) owned by Realty Investment Company, Inc. ("Realty") a family real estate investment and management company in which Mr. Bainum, Jr. is a non-controlling shareholder and has shared voting authority. Realty owns Choice stock as well as other assets.

(4) Shares in Mr. Bainum, Jr's account pursuant to the terms of the Choice Hotels International, Inc. Non-Qualified Retirement Savings and Investment Plan.

(5) Shares in Mr. Bainum, Jr's account pursuant to the terms of the Choice Hotels International, Inc. Savings and Investment Plan.

(6) Shares in Leeds Creek Holdings, LLC, an entity in which the Stewart Bainum Jr. Trust is the sole owner and managing member.

(7) The proportionate interest of a revocable trust for Mr. Bainum, Jr's adult child in shares (6,821,574) owned by Realty. Beneficial ownership is disclaimed.

(8) The Reporting Person and his siblings, Bruce Bainum, Barbara Bainum and Roberta Bainum ("Siblings") received an option that terminates on November 12, 2014 to acquire, subject to probate court approval, up to a total of 2,667,853 shares of the Issuer at fair market value from the Stewart Bainum Declaration of Trust, a trust whose beneficiary is the estate of their father, Stewart Bainum. The option is exercisable for 60 days after obtaining probate court approval. The exercise price of the option is dependent on knowing the date of exercise. On June 13, 2014, the Siblings entered into an agreement as a result of which the Reporting Person has the right to acquire up to 666,964 of the optioned shares. Probate court approval for the exercise of the 666,964 shares was obtained on August 5, 2014 making the option exercisable through October 3, 2014.

(9) On September 17, 2014, the Reporting Person exercised his option to acquire 666,964 shares. On the same day, the Reporting Person sold 333,482 of the shares acquired to the Issuer in a private transaction approved by the Board of Directors of the Issuer at an exercise price determined at such time, which is based on the previous day's average of the high/low of the stock price.

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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