

Oaksmith Scott E  
Form 4  
March 05, 2018

# 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 \*  
Oaksmith Scott E

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)  
1 CHOICE HOTELS CIRCLE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/01/2018

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Controller

ROCKVILLE, MD 20850

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 03/01/2018                           |  | M                              | V   | 1,524 A \$ 63.47  | 33,356   | D                                 |
| Common Stock                    | 03/01/2018                           |  | S                              |   | 1,524 D \$ 79.05  | 31,832   | D                                 |
| Common Stock                    | 03/01/2018                           |  | S                              |   | 1,975 D \$ 79.15  | 29,857   | D                                 |
| Common Stock                    | 03/02/2018                           |  | M                              |   | 3,015 A \$ 63.47  | 32,872   | D                                 |
| Common Stock                    | 03/02/2018                           |  | M                              |   | 4,032 A \$ 51.49  | 36,904   | D                                 |

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Common Stock      03/02/2018      S      7,047      D      \$ 79.13      29,857      D

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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option                      | \$ 63.47   | 03/01/2018                           |  | M                              | 1,524   | <u>(1)</u> 02/27/2022                                    | Common Stock  | 1,524                         |
| Employee Stock Option                      | \$ 63.47   | 03/02/2018                           |  | M                              | 3,015   | <u>(1)</u> 02/27/2022                                    | Common Stock  | 3,015                         |
| Employee Stock                             | \$ 51.49   | 03/02/2018                           |  | M                              | 4,032   | <u>(2)</u> 02/26/2023                                    | Common Stock  | 4,032                         |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |            |       |
|---|---------------|-----------|------------|-------|
|   | Director      | 10% Owner | Officer    | Other |
| Oaksmith Scott E<br>1 CHOICE HOTELS CIRCLE<br>ROCKVILLE, MD 20850 |               |           | Controller |       |

## Signatures

Bret L. Limage, Attorney  
In Fact      03/05/2018

\*\*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) Options vest in four equal annual installments beginning on the first anniversary of the February 27, 2015 grant date.
- (2) Options vest in four equal annual installments beginning on the first anniversary of the February 26, 2016 grant date.

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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