#### Edgar Filing: CHOICE HOTELS INTERNATIONAL INC /DE - Form 4

CHOICE HOTELS INTERNATIONAL INC /DE Form 4 May 24, 2006 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading DESANTIS MICHAEL J Issuer Symbol CHOICE HOTELS (Check all applicable) **INTERNATIONAL INC /DE [CHH]** (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner \_X\_\_Officer (give title Other (specify (Month/Day/Year) below) below) 10750 COLUMBIA PIKE 05/23/2006 SVP, Gen. Counsel & Secretary (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting SILVER SPRING, MD 20901 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of 6. Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect Beneficial (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially Form: Ownership (Month/Day/Year) Owned Direct (D) (Instr. 4) (Instr. 8) Following or Indirect Reported  $(\mathbf{I})$ (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Common 109,655.4 05/23/2006 Μ 1.000 А D Stock 8.375 Common 05/23/2006 S 1,000 \$54 D 108,655.4 D Stock Common I 3,627 401 (k) Plan Stock Common Non-Qualified 4,067 Ι Stock Plan

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

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# 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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. De Se (It
				Code V	(D) (Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock	\$ 8.375	05/23/2006		М	1,000	<u>(1)</u>	02/07/2010	Common Stock	1,000	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
DESANTIS MICHAEL J 10750 COLUMBIA PIKE SILVER SPRING, MD 20901			SVP, Gen. Counsel & Secretary				
Signatures							

#### Signatures

Michael J. DeSantis 05/24/2006

<u>\*\*</u>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 five equal installments beginning on the first anniversary of the 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.