

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

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

(Street)

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

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)	Price		See Footnote (2)
Common Stock				Code V	Amount		See Footnote (3)
Common Stock					7,250	I	See Footnote (4)
Common Stock					1,446,156	I	See

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

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. 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 Underlying (Instr. 3)	
						Date Exercisable	Expiration Date	Title
				Code	V (A) (D)			

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