

CHOICE HOTELS INTERNATIONAL INC /DE
 Form 4
 November 02, 2005

FORM 4

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

OMB APPROVAL

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 Expires: January 31, 2005
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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 *
MIRGON THOMAS

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)
10750 COLUMBIA PIKE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/31/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP, HR & Admin

SILVER SPRING, MD 20901

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 (A) or (D) Price | | | |
| Common Stock | 10/31/2005 | | M | 33,750 A \$ 7.4218 | 81,973.3 | D | |
| Common Stock | 10/31/2005 | | M | 14,430 A \$ 6.3125 | 96,403.3 | D | |
| Common Stock | 10/31/2005 | | M | 74,250 A \$ 8.375 | 170,653.3 | D | |
| Common Stock | 10/31/2005 | | M | 19,000 A \$ 6.5221 | 189,653.3 | D | |
| Common Stock | 10/31/2005 | | S | 1,000 D \$ 33 | 188,653.3 | D | |

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| | | | | | | | | |
|--------------|------------|---|--------|---|------------|-----------|---|--------------------|
| Common Stock | 10/31/2005 | S | 10,000 | D | \$ 33.1047 | 178,653.3 | D | |
| Common Stock | 10/31/2005 | S | 10,000 | D | \$ 33.1117 | 168,653.3 | D | |
| Common Stock | 10/31/2005 | S | 8,000 | D | \$ 33.1321 | 160,653.3 | D | |
| Common Stock | 10/31/2005 | S | 7,000 | D | \$ 33.1329 | 153,653.3 | D | |
| Common Stock | 10/31/2005 | S | 10,400 | D | \$ 33.1387 | 143,253.3 | D | |
| Common Stock | 10/31/2005 | S | 4,300 | D | \$ 33.1886 | 138,953.3 | D | |
| Common Stock | 10/31/2005 | S | 10,000 | D | \$ 33.1929 | 128,953.3 | D | |
| Common Stock | 10/31/2005 | S | 300 | D | \$ 33.2 | 128,653.3 | D | |
| Common Stock | 10/31/2005 | S | 14,700 | D | \$ 33.2074 | 113,953.3 | D | |
| Common Stock | 10/31/2005 | S | 12,130 | D | \$ 33.2706 | 101,823.3 | D | |
| Common Stock | 10/31/2005 | S | 15,000 | D | \$ 33.2934 | 86,823.3 | D | |
| Common Stock | 10/31/2005 | S | 1,400 | D | \$ 33.3086 | 85,423.3 | D | |
| Common Stock | 10/31/2005 | S | 15,000 | D | \$ 33.32 | 70,423.3 | D | |
| Common Stock | 10/31/2005 | S | 3,200 | D | \$ 33.5347 | 67,223.3 | D | |
| Common Stock | 10/31/2005 | S | 2,000 | D | \$ 33.0986 | 65,223.3 | D | |
| Common Stock | | | | | | 3,294 | I | 401 (k) Plan |
| Common Stock | | | | | | 1,038 | I | Non-Qualified Plan |

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)

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| 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option | \$ 7.4218 | 10/31/2005 | | M | 33,750 | (1) 01/26/2008 | | Common Stock | 33,750 |
| Employee Stock Option | \$ 6.3125 | 10/31/2005 | | M | 14,430 | (1) 02/01/2009 | | Common Stock | 14,430 |
| Employee Stock Option | \$ 8.375 | 10/31/2005 | | M | 74,250 | (1) 02/07/2010 | | Common Stock | 74,250 |
| Employee Stock Option | \$ 6.5221 | 10/31/2005 | | M | 19,000 | (1) 02/25/2007 | | Common Stock | 19,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MIRGON THOMAS 10750 COLUMBIA PIKE SILVER SPRING, MD 20901 | | | Senior VP, HR & Admin | |

Signatures

Tom Mirgon 11/02/2005
 **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.

Remarks:

On October 21, 2005, the common stock of Choice Hotels International, Inc. split 2-for-1. This report reflects post-split amount.

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