

CHOICE HOTELS INTERNATIONAL INC /DE
 Form 4
 January 09, 2015

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 BRUCE

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)
 01/07/2015

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 01/07/2015 | 01/07/2015 | X | 647,964 A | \$ 53.86 2,779,685 | I | See Footnote (1) (8) |
| Common Stock | | | | | 130,814 | I | See Footnote (2) |
| Common Stock | | | | | 922,095 | I | See Footnote (3) |
| Common | | | | | 306,200 | I | See |

| | | | | |
|-----------------|-----------|---|--|------------------------|
| Stock | | | | Footnote (4) |
| Common Stock | 86,130 | I | | See Footnote (5) |
| Common Stock | 1,097,313 | I | | See Footnote (6) |

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Option | \$ 53.86 | 01/07/2015 | 01/07/2015 | G | V 647,964 | 01/07/2015 03/07/2015 | Common Stock |
| Option | \$ 53.86 | 01/07/2015 | 01/07/2015 | X | 647,964 | 01/07/2015 03/07/2015 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BAINUM BRUCE 8171 MAPLE LAWN BLVD SUITE 375 FULTON, MD 20759 | | X | | |

Signatures

Christine A. Shreve,
Attorney-in-fact

01/09/2015

**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 the Bruce Bainum Declaration of Trust ("Bruce Trust") for which Dr. Bainum is the sole trustee and current beneficiary. Shares remaining after exercise described in Note 7 and 8.
- (2) The proportionate interest of the Bruce Trust in shares (978,482) owned by Mid Pines Associates, L.P. ("Mid Pines") an entity in which the Bruce Trust has shared voting authority.
- The proportionate interest of the Bruce Trust in shares (6,821,574) owned by Realty Investment Co. Inc., ("Realty") a family real estate investment and management company in which Dr. Bainum is a noncontrolling shareholder and shares voting authority. Realty owns Choice stock as well as other assets.
- (3) The proportionate interest in shares owned by Realty (6,821,574) of individual trusts for the benefit of Dr. Bainum's adult children for which Dr. Bainum is the trustee. Beneficial ownership is disclaimed.
- (4) The proportionate interest in shares owned by Mid Pines (978,482) of individual trusts for the benefit of Dr. Bainum's adult children for which Dr. Bainum is the trustee. Beneficial ownership is disclaimed.
- (5) The proportionate interest of Dr. Bainum, the Bruce Trust and a grantor retained annuity trust created by Dr. Bainum, in shares owned by Posadas Holdings, LLC, ("Posadas") a family investment entity in which Dr. Bainum shares voting authority.
- The Reporting Person and his silblings, Stewart Bainum, Barbara Bainum and Roberta Bainum ("Siblings") received an option that terminated 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 an exercise of 647,964 shares was obtained on January 7, 2015 making the option exercisable through March 7, 2015.
- (6) On January 7, 2015, the Reporting Person exercised his option to acquire 647,964 shares.
- (7) On January 7, 2015, the Reporting Person exercised his option to acquire 647,964 shares.
- (8)

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.