

BAINUM ROBERTA
Form 5
February 03, 2009

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
BAINUM ROBERTA

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

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

8171 MAPLE LAWN
BLVD, SUITE 375

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

FULTON, MD 20759

___X___ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | 05/27/2008 | 05/27/2008 | J | 3,250,202 D | \$ 0 0 | I | See Footnote (1) |
| Common Stock | 05/27/2008 | 05/27/2008 | J | 3,250,202 A | \$ 0 3,250,202 | I | See Footnote (2) |
| Common Stock | 11/10/2008 | 11/10/2008 | J | 1,260 D | \$ 0 3,248,942 | I | See Footnote |

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| | | | | | | | | | (2) (3) |
|--------------|------------|------------|---|-----------|---|------|-----------|---|------------------|
| Common Stock | 05/27/2008 | 05/27/2008 | J | 81,424 | D | \$ 0 | 0 | I | See Footnote (4) |
| Common Stock | 05/27/2008 | 05/27/2007 | J | 81,424 | A | \$ 0 | 81,424 | I | See Footnote (4) |
| Common Stock | 05/27/2008 | 05/27/2008 | J | 14,297 | D | \$ 0 | 0 | I | See Footnote (5) |
| Common Stock | 05/27/2008 | 05/27/2008 | J | 14,297 | A | \$ 0 | 95,722 | I | See Footnote (5) |
| Common Stock | 05/27/2008 | 05/27/2008 | J | 1,400,427 | D | \$ 0 | 0 | I | See Footnote (6) |
| Common Stock | 05/27/2008 | 05/27/2008 | J | 1,400,427 | A | \$ 0 | 1,400,427 | I | See Footnote (6) |

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 and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Price of Underlying Security (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | Â | Â X | Â | Â |

BAINUM ROBERTA
8171 MAPLE LAWN BLVD
SUITE 375
FULTON, MD 20759

Signatures

Christine A. Shreve,
Attorney-in-fact

02/03/2009

__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 Roberta Bainum Irrevocable Trust. Shares were distributed to Ms. Bainum in liquidation of a trust for her benefit for which her brother served as trustee.
- (2) Shares contributed to the Roberta Bainum Declaration of Trust ("Roberta Bainum Trust"). Ms. Bainum is the trustee and the sole current beneficiary.
- (3) Ms. Bainum gave 1,260 shares to her adult sons.
The proportionate interest of the Roberta Bainum Irrevocable Trust in shares (1,200,000) owned by Mid Pines Associates, L.P. ("Mid Pines"). The interest was distributed to Ms. Bainum in liquidation of a trust for her benefit for which her brother served as trustee. Ms. Bainum contributed the shares to the Roberta Bainum Trust. Ms. Bainum shares voting authority on Mid Pines.
- (5) The proportionate interest of Roberta Bainum in shares (1,200,000) owned by Mid Pines contributed to the Roberta Bainum Trust. Ms. Bainum shares voting authority.
The proportionate interest of the Roberta Bainum Irrevocable Trust in shares (7,135,738) owned by Realty Investment Company, Inc. an investment company in which Ms. Bainum is a non-controlling shareholder. The shares were distributed to Ms. Bainum in liquidation of a trust for her benefit for which her brother served as trustee. Ms. Bainum contributed the shares to the Roberta Bainum Trust.
- (6)

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.