

BAINUM STEWART JR  
 Form 5  
 February 08, 2012

**FORM 5**

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

OMB APPROVAL

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 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 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)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2011

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

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

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	05/04/2011	05/04/2011	J	1,000,000 D	\$ 0 2,354,860	I	See Footnote (1) (9)
Common Stock	05/06/2011	05/06/2011	J	740,000 D	\$ 0 1,614,860	I	See Footnote (1) (9)
Common Stock	Â	Â	Â	Â	Â	I	See Footnote

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Common Stock	Â	Â	Â	Â	Â	Â	119,672	I	(2) See Footnote (3)
Common Stock	Â	Â	Â	Â	Â	Â	1,446,156	I	See Footnote (4)
Common Stock	12/31/2011	12/31/2011	J	126	A	\$ 0	7,970	I	See Footnote (5)
Common Stock	Â	Â	Â	Â	Â	Â	6,516	I	See Footnote (6)
Common Stock	Â	Â	Â	Â	Â	Â	1,508	I	See Footnote (7)
Common Stock	12/31/2011	12/31/2011	J	5	A	\$ 0	329	I	See Footnote (8)
Common Stock	05/04/2011	05/04/2011	J	1,000,000	A	\$ 0	1,000,000	I	See Footnote (9)
Common Stock	05/06/2011	05/06/2011	J	740,000	A	\$ 0	1,740,000	I	See Footnote (9)
Common Stock	05/13/2011	05/13/2011	J	96,000	D	\$ 0	1,644,000	I	See Footnote (10)

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. of D Se B O E Is Fi (I
					(A) (D)		Title		

