

CHOICE HOTELS INTERNATIONAL INC /DE
 Form 4
 December 14, 2004

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 *
WIELGUS WAYNE

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)
12/13/2004

____ Director
 Officer (give title below) _____ 10% Owner
 _____ Other (specify below)
EVP, Chief Marketing Officer

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 | (D) | Price | |
| Common Stock | 12/13/2004 | | M | | 11,000 | A | \$ 7.815 31,000 | D |
| Common Stock | 12/13/2004 | | M | | 10,500 | A | \$ 21.165 41,500 | D |
| Common Stock | 12/13/2004 | | M | | 5,250 | A | \$ 20.395 46,750 | D |
| Common Stock | 12/13/2004 | | M | | 9,000 | A | \$ 7.815 55,750 | D |
| Common Stock | 12/13/2004 | | M | | 3,500 | A | \$ 21.165 59,250 | D |

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| | | | | | | | | |
|--------------|------------|---|--------|---|------------|--------|---|--------|
| Common Stock | 12/13/2004 | M | 1,750 | A | \$ 20.395 | 61,000 | D | |
| Common Stock | 12/13/2004 | S | 26,750 | D | \$ 53.0084 | 34,250 | D | |
| Common Stock | | | | | | 610 | I | 401(K) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option | \$ 7.815 | 12/13/2004 | | M | 11,000 | <u>(1)</u> 09/18/2010 | Common Stock | 11,000 | |
| Employee Stock Option | \$ 21.165 | 12/13/2004 | | M | 10,500 | <u>(1)</u> 02/07/2012 | Common Stock | 10,500 | |
| Employee Stock Option | \$ 20.395 | 12/13/2004 | | M | 5,250 | <u>(1)</u> 02/10/2013 | Common Stock | 5,250 | |
| Employee Stock Option | \$ 7.815 | 12/13/2004 | | M | 9,000 | <u>(1)</u> 09/18/2010 | Common Stock | 9,000 | |
| Employee Stock Option | \$ 21.165 | 12/13/2004 | | M | 3,500 | <u>(1)</u> 02/07/2012 | Common Stock | 3,500 | |
| Employee Stock Option | \$ 20.395 | 12/13/2004 | | M | 1,750 | <u>(1)</u> 02/10/2013 | Common Stock | 1,750 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WIELGUS WAYNE 10750 COLUMBIA PIKE SILVER SPRING, MD 20901 | | | EVP, Chief Marketing Officer | |

Signatures

Wayne Wielgus 12/14/2004

__Signature of Date
Reporting Person

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) Exercisable in 5 equal annual installments beginning on the first anniversary of grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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