

CHOICE HOTELS INTERNATIONAL INC /DE
 Form 4
 May 26, 2005

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 *
SQUERI JOSEPH M

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)
05/24/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP, Operations & CFO

SILVER SPRING, MD 20901

(City) (State) (Zip)

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

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 Price (D)		
Common Stock	05/24/2005		M		13,462 A \$ 20.395	103,767.4	D
Common Stock	05/24/2005		S		600 D \$ 64.5	103,167.4	D
Common Stock	05/24/2005		S		100 D \$ 64.52	103,067.4	D
Common Stock	05/24/2005		S		1,000 D \$ 64.53	102,067.4	D
Common Stock	05/24/2005		S		100 D \$ 64.54	101,967.4	D

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Common Stock	05/24/2005	S	162	D	\$ 64.55	101,805.4	D	
Common Stock	05/24/2005	S	400	D	\$ 64.6	101,405.4	D	
Common Stock	05/24/2005	S	400	D	\$ 64.61	101,005.4	D	
Common Stock	05/24/2005	S	1,400	D	\$ 64.66	99,605.4	D	
Common Stock	05/24/2005	S	300	D	\$ 64.68	99,305.4	D	
Common Stock	05/24/2005	S	100	D	\$ 64.69	99,205.4	D	
Common Stock	05/24/2005	S	1,100	D	\$ 64.7	98,105.4	D	
Common Stock	05/24/2005	S	300	D	\$ 64.76	97,805.4	D	
Common Stock	05/24/2005	S	1,100	D	\$ 64.79	96,705.4	D	
Common Stock	05/24/2005	S	500	D	\$ 64.81	96,205.4	D	
Common Stock	05/24/2005	S	200	D	\$ 64.82	96,005.4	D	
Common Stock	05/24/2005	S	200	D	\$ 64.84	95,805.4	D	
Common Stock	05/24/2005	S	300	D	\$ 64.88	95,505.4	D	
Common Stock	05/24/2005	S	1,100	D	\$ 64.91	94,405.4	D	
Common Stock	05/24/2005	S	700	D	\$ 64.92	93,705.4	D	
Common Stock	05/24/2005	S	1,500	D	\$ 64.93	92,205.4	D	
Common Stock	05/24/2005	S	400	D	\$ 64.94	91,805.4	D	
Common Stock	05/24/2005	S	600	D	\$ 64.96	91,205.4	D	
Common Stock	05/24/2005	S	300	D	\$ 64.97	90,905.4	D	
Common Stock	05/24/2005	S	600	D	\$ 64.98	90,305.4	D	
						1,594	I	By Wife

Common Stock			
Common Stock	1,769	I	401 (k)
Common Stock	2,600	I	Non-Qualified Plan

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 20.395	05/24/2005		M	13,462	<u>(1)</u>	02/10/2013	Common Stock	13,462

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SQUERI JOSEPH M 10750 COLUMBIA PIKE SILVER SPRING, MD 20901			Executive VP, Operations & CFO	

Signatures

Joseph M. Squeri
05/26/2005
**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.

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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