

CHOICE HOTELS INTERNATIONAL INC /DE
 Form 4
 March 10, 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 *
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)
 10770 COLUMBIA PIKE, SUITE 100
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/09/2005

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

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 (D) Price | | | |
| Common Stock | | | | | 65,407 | I | See Footnote (2) |
| Common Stock | | | | | 59,445 | I | See Footnote (3) |
| Common Stock | | | | | 40,712 | I | See Footnote (6) |
| Common | | | | | 700,185 | I | See |

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| | | | | | | | | | |
|-----------------|------------|------------|---|---------|---|--------------|-----------|---|-----------------------------|
| Stock | | | | | | | | | Footnote (7) |
| Common Stock | | | | | | | 700,214 | I | See Footnote (10) |
| Common Stock | 02/15/2005 | 02/15/2005 | D | 11,000 | D | \$ 0 | 71,562 | I | See Footnote (4) (14) |
| Common Stock | | | | | | | 43,065 | I | See Footnote (9) |
| Common Stock | | | | | | | 153,100 | I | See Footnote (8) |
| Common Stock | | | | | | | 66,666 | I | See Footnote (11) |
| Common Stock | | | | | | | 10,751 | I | See Footnote (12) |
| Common Stock | 02/15/2005 | 02/15/2005 | A | 10,900 | A | \$ 0 | 1,585,293 | I | See Footnote (5) (15) |
| Common Stock | 03/09/2005 | 03/09/2005 | S | 100,000 | D | \$ 60.335 | 2,042,751 | I | See Footnote (1) (13) |
| Common Stock | 02/15/2005 | 02/15/2005 | A | 11,000 | D | \$ 0 | 2,053,751 | I | See Footnote (1) (14) |

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 | 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. Nu Deriv Secur Bene Own Follo Repor Trans |
|---|--|---|---|--------------------------------------|---|--|---|---|---|
|---|--|---|---|--------------------------------------|---|--|---|---|---|

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(12) Shares owned by a trust for the benefit of Mr. Bainum's minor child.

(13) The Trust sold shares to the Issuer.

(14) The GRAT transferred shares to the Trust.

(15) The Roberta Bainum Irrevocable Trust acquired additional shares as a distribution from the Roberta Bainum GRAT.

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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