

CHOICE HOTELS INTERNATIONAL INC /DE  
 Form 5  
 February 10, 2005

# 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)  
 12/31/2004

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

10770 COLUMBIA PIKE, SUITE 100

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

SILVER SPRING, MD 20901

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) | (A) or (D) | Price | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|-----------------------------------|
| Common Stock                    | Â                                    | Â  | Â                              | Â   | Â          | Â     | 700,214  | I  | See Footnote (3)                  |
| Common Stock                    | Â                                    | Â  | Â                              | Â   | Â          | Â     | 53,100   | I  | See Footnote (4)                  |
| Common Stock                    | Â                                    | Â  | Â                              | Â   | Â          | Â     | 40,712   | I  | See Footnote                      |

|              |            |            |   |       |   |      |           |   |                         |
|--------------|------------|------------|---|-------|---|------|-----------|---|-------------------------|
| Common Stock | Â          | Â          | Â | Â     | Â | Â    | 7,149     | I | (6)<br>See Footnote (1) |
| Common Stock | 01/27/2004 | 01/27/2004 | J | 1,481 | D | \$ 0 | 93,976    | I | See Footnote (2) (7)    |
| Common Stock | 01/27/2004 | 01/27/2004 | J | 1,481 | A | \$ 0 | 1,574,393 | I | See Footnote (5) (7)    |

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)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| BAINUM ROBERTA<br>10770 COLUMBIA PIKE<br>SUITE 100<br>SILVER SPRING,Â MDÂ 20901 | Â             | Â X       | Â       | Â     |

## Signatures

Christine A. Shreve,  
Attorney-in-fact

02/10/2005

\*\*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) The proportionate interest of Roberta Bainum in shares (600,000) owned by Mid Pines.
- (2) Shares owned by the GRAT in which Ms. Bainum is the sole trustee and current beneficiary.
- (3) The proportionate interest of the Roberta Bainum Irrevocable Trust in shares (3,567,869) owned by Realty Investment Company, Inc. Ms. Bainum's brother is trustee and she is the beneficiary.
- (4) The proportionate interest of the Roberta Bainum Grantor Retained Annuity Trust dated September 5, 1996, ("GRAT") the sole trustee of which is Ms. Bainum in shares (600,000) owned by Mid Pines Associates, L.P. ("Mid Pines").
- (5) Shares owned by the Roberta Bainum Irrevocable Trust. Ms. Bainum's brother is trustee and she is the beneficiary.
- (6) The proportionate interest of the Roberta Bainum Irrevocable Trust in shares (600,000) owned by Mid Pines. Ms. Bainum's brother is trustee and she is the beneficiary.
- (7) Ms. Bainum transferred shares from her GRAT to the Roberta Bainum Irrevocable Trust.

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.