BAINUM STEWART JR

Form 4

Common

Common

Stock

November 19, 2008

| November 19, 200 | 08 | | | | | | | |
|--|--------------------------------|---|--|---|--|--|--|--|
| FORM 4 | OMB APPROVAL | | | | | | | |
| | UNITED STATES | S SECURITIES AND EXCHAN Washington, D.C. 20549 | IGE COMMISSION | OMB Number: 3235-0287 | | | | |
| Check this box if no longer | | | | Expires: January 31, | | | | |
| subject to Section 16. Form 4 or | STATEMENT O | Estimated average burden hours per response 0.5 | | | | | | |
| Form 5 obligations may continue. See Instruction 1(b). 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 Respon | nses) | | | | | | | |
| 1. Name and Address BAINUM STEW | s of Reporting Person */ART JR | 2. Issuer Name and Ticker or Trading Symbol CHOICE HOTELS | 5. Relationship of Issuer | 5. Relationship of Reporting Person(s) to Issuer | | | | |
| | | INTERNATIONAL INC /DE [0 | CHH] (Chec | [] (Check all applicable) | | | | |
| (Last) (| First) (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | X Director X Officer (give | | | | | |
| 8171 MAPLE LA BLVD, SUITE 3 | | 11/18/2008 | below) | below) Chairman | | | | |
| (5 | Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by C | int/Group Filing(Check One Reporting Person | | | | |
| FULTON, MD 2 | 0759 | | Form filed by M Person | fore than One Reporting | | | | |
| (City) | State) (Zip) | Table I - Non-Derivative Securit | ies Acquired, Disposed of | , or Beneficially Owned | | | | |
| | any | med 3. 4. Securities Acquin Date, if Transaction Disposed of (Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8) | Securities Beneficially Owned Following | 6. 7. Nature of Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4) | | | | |
| | | (A) or Code V Amount (D) | Reported Transaction(s) (Instr. 3 and 4) | (I) (Instr. 4) | | | | |
| Common Stock | | | 126,036 | See Footnote (2) | | | | |
| Common Stock | | | 123,298 | I See Footnote | | | | |

See

(4) See

Footnote

1,446,156

13,032

I

I

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| Stock | | | | | | | | | Footnote (6) |
|-----------------|------------|------------|---|--------|---|--------------|-----------|---|-----------------------|
| Common Stock | | | | | | | 257,183 | I | See Footnote (7) |
| Common Stock | | | | | | | 7,383 | I | See Footnote (5) |
| Common Stock | | | | | | | 304 | I | See Footnote |
| Common Stock | 11/18/2008 | 11/18/2008 | M | 5,000 | A | \$ 6.3125 | 3,294,860 | I | See Footnote (1) (11) |
| Common Stock | 11/18/2008 | 11/18/2008 | M | 15,000 | A | \$ 6.3125 | 3,309,860 | I | See Footnote (1) (11) |
| Common Stock | 11/18/2008 | 11/18/2008 | M | 5,000 | A | \$ 8.375 | 3,314,860 | I | See Footnote (1) (11) |
| Common Stock | 11/18/2008 | 11/18/2008 | M | 15,000 | A | \$ 8.375 | 3,329,860 | I | See Footnote (1) (11) |
| Common Stock | 11/18/2008 | 11/18/2008 | M | 5,000 | A | \$ 7.315 | 3,334,860 | I | See Footnote (1) (11) |
| Common Stock | 11/18/2008 | 11/18/2008 | M | 15,000 | A | \$ 7.315 | 3,349,860 | I | See Footnote (1) (11) |
| Common Stock | 11/18/2008 | 11/18/2008 | M | 5,000 | A | \$ 13.055 | 3,354,860 | I | See Footnote |

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and Expiration | 7. Title and |
|-------------|-------------|---------------------|--------------------|------------|--------------|------------------------------------|---------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | onDerivative | Date | Underlying |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Acquired (A) | | |

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or Disposed of

(D)

| | Security | | | | (Instr and 5 | | | | |
|--------------------------------|------------------|------------|------------|--------|-----------------|--------|------------------|-----------------|--------|
| | | | | Code V | / (A) | (D) | Date Exercisable | Expiration Date | Title |
| | | | | | | | | | |
| Non-Qualified Stock Options | \$ 6.3125 (9) | 11/18/2008 | 11/18/2008 | M | | 15,000 | 02/01/2004(9) | 02/01/2009(9) | Common |
| Non-Qualified Stock Options | \$ 8.375 (9) | 11/18/2008 | 11/18/2008 | M | | 15,000 | 02/07/2005(9) | 02/07/2010(9) | Common |
| Non-Qualified Stock Options | \$ 7.315 (9) | 11/18/2008 | 11/18/2008 | M | | 15,000 | 02/08/2006(9) | 02/08/2011(9) | Common |
| Non-Qualified Stock Options | \$ 13.055 (9) | 11/18/2008 | 11/18/2008 | M | | 5,000 | 04/30/2007(9) | 04/30/2012(9) | Common |
| Incentive Stock Options | \$ 6.3125 (8) | 11/18/2008 | 11/18/2008 | M | | 5,000 | 02/01/2004(8) | 02/01/2009(8) | Common |
| Incentive Stock Options | \$ 8.375 (8) | 11/18/2008 | 11/18/2008 | M | | 5,000 | 02/07/2005(8) | 02/07/2010(8) | Common |
| Incentive Stock Options | \$ 7.315 (8) | 11/18/2008 | 11/18/2008 | M | | 5,000 | 02/08/2006(8) | 02/08/2011(8) | Common |

Reporting Owners

Derivative

Security

| Reporting Owner Name / Address | Relationships | | | | | |
|--------------------------------|---------------|-----------|----------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| BAINUM STEWART JR | | | | | | |
| 8171 MAPLE LAWN BLVD | X | X | Chairman | | | |
| SUITE 375 | Λ | Λ | Chairman | | | |
| FULTON, MD 20759 | | | | | | |

Signatures

Christine A. Shreve, Attorney-in-fact

**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) Shares owned by Stewart Bainum Jr. Declaration of Trust ("Stewart Bainum Jr. Trust") in which Mr. Bainum, Jr. is the sole trustee.
- (2) The proportionate interest of the Stewart Bainum, Jr. Trust in shares (1,200,000) owned by Mid Pines Associates, L.P.("Mid Pines")
- (3) The proportionate interest of various trusts, the beneficiaries of which are Mr. Bainum, Jr.'s two minor children in shares (1,200,000) owned by Mid Pines.

Reporting Owners 3

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- (4) The proportionate interest of the Stewart Bainum, Jr. Trust in shares (7,135,738) owned by Realty Investment Company, Inc. a real estate investment and management company in which Mr. Bainum, Jr. is a non-controlling shareholder.
- (5) Shares in Mr. Bainum, Jr's account pursuant to the terms of the Choice Hotels International, Inc. Non-Qualified Retirement Savings and Investment Plan.
- (6) Shares owned by various trusts, the beneficiaries of which are Mr. Bainum, Jr.'s two minor children.
- The proportionate interest of Mr. Bainum, Jr's two minor children in shares (7,135,738) owned by Realty Investment Company, Inc., a real estate investment and management company in which Mr. Bainum, Jr. is a non-controlling shareholder. Also includes 250,100 shares indirectly held through Realty by certain trusts for the benefit of Mr. Bainum, Jr.'s two minor children.
- (8) Incentive Stock Option Plan shares held by Mr. Bainum, Jr.
- (9) Non-Qualified Stock Option Plan shares held by Mr. Bainum, Jr.
- (10) Shares in Mr. Bainum, Jr's account pursuant to the terms of the Choice Hotels International, Inc. Savings and Investment Plan.
- (11) Mr. Bainum exercised non-qualified stock options for 50,000 shares which expired from 2/1/2009 through 4/30/2012 and incentive stock options of 15,000 shares which expired from 2/1/2009 through 2/8/2011.

Note: File three copies of this Form, one of which must be manually signed. If space 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.