

CHOICE HOTELS INTERNATIONAL INC /DE
 Form 4
 December 02, 2004

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)
11/30/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP, CFO & Treasurer

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	11/30/2004		M		7,500 A \$ 16.5313	66,361	D
Common Stock	11/30/2004		M		25,879 A \$ 16.75	92,240	D
Common Stock	11/30/2004		S		33,379 D \$ 51.0131	58,861	D
Common Stock	12/02/2004		M		2,500 A \$ 16.5313	61,361	D
Common Stock	12/02/2004		M		1,085 A \$ 12.625	62,446	D

Edgar Filing: CHOICE HOTELS INTERNATIONAL INC /DE - Form 4

Common Stock	12/02/2004	M	1,500	A	\$ 15.72	63,946	D	
Common Stock						1,594	I	By Wife
Common Stock						1,595	I	401(K)
Common Stock						2,580	I	Non-Qualified Plan

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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 16.5313	11/30/2004		M	7,500	<u>(1)</u> 04/29/2008	04/29/2008	Common Stock	7,500
Employee Stock Option	\$ 16.75	11/30/2004		M	25,879	<u>(1)</u> 02/07/2010	02/07/2010	Common Stock	25,879
Employee Stock Option	\$ 16.5313	12/02/2004		M	2,500	<u>(1)</u> 04/29/2008	04/29/2008	Common Stock	2,500
Employee Stock Option	\$ 12.625	12/02/2004		M	1,085	<u>(1)</u> 02/01/2009	02/01/2009	Common Stock	1,085
Employee Stock Option	\$ 15.72	12/02/2004		M	1,500	<u>(1)</u> 06/03/2009	06/03/2009	Common Stock	1,500

Reporting Owners

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

Signatures

Joseph M.
Squeri

12/02/2004

__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) 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.

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.