BAINUM BARBARA
Form 4
January 12, 2005

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
BAINUM BARBARA

(Last) (First) (Middle)

10770 COLUMBIA PIKE, SUITE 100

(Street)

SILVER SPRING, MD 20901

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CHOICE HOTELS INTERNATIONAL INC /DE [CHH]

3. Date of Earliest Transaction (Month/Day/Year)
01/10/2005

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
__X__ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 (D)	Price			
Common Stock								43,816	I	See Footnote (2)
Common Stock								52,646	I	See Footnote (3)
Common Stock								278,920	I	See Footnote (4)
Common								61,150	I	See

Stock									Footnote (5)
Common Stock							421,697	I	See Footnote (6)
Common Stock							103,929	I	See Footnote (7)
Common Stock							85,742	I	See Footnote (8)
Common Stock							1,188,188	I	See Footnote (1)
Common Stock	01/10/2005	01/10/2005	S	2,450	D	$ 57.08	101,479	I	See Footnote (7) (9)

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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(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 BARBARA
10770 COLUMBIA PIKE
SUITE 100
SILVER SPRING, MD 20901

X

Signatures

Christine A. Shreve;
Attorney-in-fact 01/12/2005

**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) Shares owned by the Barbara Bainum Declaration of Trust (the "BB Trust") in which Ms. Bainum is the sole trustee and current beneficiary.

(2) The proportionate interest of the BB Trust in shares (600,000) owned by Mid Pines Associates, L.P. ("Mid Pines"), in which the BB Trust has shared voting authority.

(3) The proportionate interest of the Barbara Bainum Grantor Retained Annuity Trust ("GRAT") dated September 5, 1996, the sole trustee of which is Ms. Bainum, in shares (600,000) owned by Mid Pines.

(4) The proportionate interest of the BB Trust in shares (3,567,869) owned by Realty Investment, Co, Inc., a real estate investment and management company in which the BB Trust is a noncontrolling shareholder.

(5) The proportionate interest of certain trusts in shares (600,000) owned by Mid Pines for the benefit of Ms. Bainum's sons and nephews. Ms. Bainum is the sole trustee and her sons and nephews are the beneficiaries. Beneficial ownership is disclaimed.

(6) The proportionate interest in shares (3,567,869) owned by Realty Investment Company, Inc. for the benefit of: a) trusts for Ms. Bainum's sons and nephews. Ms. Bainum is the sole trustee and her sons and nephews are the beneficiaries AND b) shares in UTMA accounts for the benefit of Ms. Bainum's nephews who are minors. Beneficial ownership is disclaimed.

(7) Shares owned by certain trusts for the benefit of Ms. Bainum's sons and nephews. Ms. Bainum is the sole trustee and her sons and nephews are the beneficiaries. Beneficial ownership is disclaimed.

(8) Shares owned by the GRAT in which Ms. Bainum is the sole trustee and current beneficiary.

(9) A trust for the benefit of Ms. Bainum's son for which she disclaims beneficial ownership sold 2,450 shares.

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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