WHITE DAVID L

Form 4

December 07, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Washington, D.C. 20549

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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(b).

(City)

(State)

(Zin)

(Print or Type Responses)

1. Name and Address of Reporting Person ** WHITE DAVID L			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			CHOICE HOTELS INTERNATIONAL INC /DE [CHH]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner X Officer (give title Other (specify			
10750 COLUMBIA PIKE (Street)			12/05/2012	below) below) Senior Vice President			
			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
SILVER SPRI	NG, MD 209	901	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	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. Transactic Code (Instr. 8)	ies Acquired sposed of (D) 4 and 5) (A) or (D) Price		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)		
Common Stock	12/05/2012		M	Amount 1,975	A		55,341.17	D		
Common Stock	12/05/2012		F	958	D	\$ 32.43	54,383.17	D		
Common Stock	12/05/2012		M	19,759	A	\$ 8.89	74,142.17	D		
Common Stock	12/05/2012		F	10,070	D	\$ 32.43	64,072.17	D		
Common Stock							662	I	401(k) Plan	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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	\$ 7.74	12/05/2012		M	1,975	<u>(1)</u>	02/10/2013	Common Stock	1,975
Employee Stock Option	\$ 8.89	12/05/2012		M	19,759	(2)	12/20/2012	Common Stock	19,759

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WHITE DAVID L 10750 COLUMBIA PIKE SILVER SPRING, MD 20901

Senior Vice President

Signatures

Bret L. Limage, attorney

in fact 12/07/2012

**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) Option vested in five equal installments beginning on the first anniversary of the grant date, which was February 10, 2003.
- (2) Option vested in five equal installments beginning on the first anniversary of the grant date, which was December 20, 2002.

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.

Reporting Owners 2