

BAINUM JANE  
Form 4  
August 17, 2011

**FORM 4**

**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).

**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 \*  
BAINUM STEWART/

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)  
  
8171 MAPLE LAWN  
BLVD, SUITE 375  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
08/08/2011

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

FULTON, MD 20759

(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  
\_X\_ 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                    | 08/08/2011                           | 08/08/2011   | G                              | V   | 1,190,203   | D  | \$ 0 2,667,853  | I | See Footnote (1) |
| Common Stock                    | 08/10/2011                           | 08/10/2011   | G                              | V   | 602,000   | D  | \$ 0 3,931,397  | I | See Footnote (2) |
| Common Stock                    | 08/11/2011                           | 08/11/2011   | G                              | V   | 603,000   | D  | \$ 0 3,328,397  | I | See Footnote (2) |
| Common                          | 08/12/2011                           | 08/12/2011   | G                              | V   | 604,797   | D  | \$ 0 2,723,600  | I | See              |

|                 |  |         |   |                        |
|-----------------|--|---------|---|------------------------|
| Stock           |  |         |   | Footnote<br>(2)        |
| Common<br>Stock |  | 224,400 | I | See<br>Footnote<br>(4) |
| Common<br>Stock |  | 60,000  | I | See<br>Footnote<br>(3) |

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

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(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                     |
|   |  |   |   |                                      |  | Code   | V (A) (D)   |   |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| BAINUM STEWART/<br>8171 MAPLE LAWN BLVD<br>SUITE 375<br>FULTON, MD 20759 |               | X         |         |       |
| BAINUM JANE<br>8171 MAPLE LAWN BLVD<br>SUITE 375<br>FULTON, MD 20759     |               | X         |         |       |

## Signatures

Christine A. Shreve,  
Attorney-in-fact

08/17/2011

\_\_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 Declaration of Trust dated May 23, 1995 (the "SB Trust"), the sole trustee and current beneficiary of which is Mr. Bainum. The SB Trust distributed 1,190,203 shares to Mr. Bainum who gave them to Commonweal Foundation, Inc.
- (2) Shares owned by the Jane L. Bainum Declaration of Trust dated May 23, 1995 (the "JLB Trust"), the sole trustee and current beneficiary of which is Mr. Bainum's wife. The JLB Trust distributed 1,809,797 shares to Mrs. Bainum who gave them to Commonweal Foundation, Inc.
- (3) Shares owned by Dinwiddie Enterprises, Inc., a corporation owned entirely by the SB Trust.
- (4) Shares owned by Cambridge Investment Company, LLC ("Cambridge"), a family owned entity. As Managing Member, Mr. Bainum controls Cambridge and he and his wife also own equity interests in Cambridge.

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.