CHOICE HOTELS INTERNATIONAL INC /DE

Form 5

February 10, 2005

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Common

Stock

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OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer **BAINUM STEWART JR** Symbol **CHOICE HOTELS** (Check all applicable) INTERNATIONAL INC /DE [CHH] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) _X_ Director _X__ 10% Owner Other (specify _X__ Officer (give title (Month/Day/Year) below) below) 12/31/2004 Chairman 10770 COLUMBIA PIKE, Â SUITE 100 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) SILVER SPRING, MDÂ 20901 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Transaction Security (Month/Day/Year) Execution Date, if (A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Code (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) (D) Price Amount See Common Â Â Â Â Â Â 63,018 I Footnote Stock (2) See Common Â Â Â Â Â Â Footnote 58,023 Ι Stock (3)

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3,625

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See Footnote

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Common Stock	Â	Â	Â	Â	Â	Â	723,078	I	See Footnote (5)
Common Stock	Â	Â	Â	Â	Â	Â	6,516	I	See Footnote
Common Stock	Â	Â	Â	Â	Â	Â	128,592	I	See Footnote (10)
Common Stock	01/27/2004	01/27/2004	J	22,240	A	\$ 0	1,419,581	I	See Footnote (1) (12)
Common Stock	01/27/2004	01/27/2004	J	22,240	D	\$ 0	82,067	I	See Footnote (11) (12)
Common Stock	10/08/2004	10/08/2004	J	26,294	A	\$ 0	1,445,875	I	See Footnote (1) (15)
Common Stock	10/08/2004	10/08/2004	J	26,294	D	\$ 0	55,773	I	See Footnote (11) (15)
Common Stock	12/31/2004	12/31/2004	J	613	D	\$ 0	0	I	See Footnote (7) (16)
Common Stock	12/31/2004	12/31/2004	J	1,103	D	\$ 0	0	I	See Footnote (8) (16)
Common Stock	12/31/2004	12/31/2004	J	130	A	\$ 0	3,492	I	See Footnote (6) (17)
Common Stock	12/31/2004	12/31/2004	J	43	A	\$ 0	43	I	See Footnote (18) (19)

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 2270 (9-02)

 $\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$

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

	Derivative Security				Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Options	Â	Â	Â	<u>(14)</u>	Â	Â	(14)	(14)	Common	Â
Incentive Stock Options	Â	Â	Â	(13)	Â	Â	(13)	(13)	Common	Â

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
BAINUM STEWART JR 10770 COLUMBIA PIKE SUITE 100 SILVER SPRING, MD 20901	ÂX	ÂΧ	Chairman	Â				

Signatures

Christine A. Shreve, Attorney-in-fact 02/10/2005

**Signature of Reporting Person

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).

Date

- (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 (600,000) owned by Mid Pines Associates, L.P.("Mid Pines")
- (3) The proportionate interest of the Stewart Bainum, Jr. Grantor Retained Annuity Trust dated September 10, 1996 ("GRAT"), the sole trustee of which is Mr. Bainum Jr., in shares (600,000) owned by Mid Pines.
- (4) The proportionate interest of various trusts, the beneficiaries of which are Mr. Bainum, Jr.'s two minor children in shares (600,000) owned by Mid Pines.
- (5) The proportionate interest of the Stewart Bainum, Jr. Trust in shares (3,567,869) owned by Realty Investment Company, Inc. a real estate investment and management company in which Mr. Bainum, Jr. is a non-controlling shareholder.
- (6) Shares in Mr. Bainum, Jr's account pursuant to the terms of the Choice Hotels International, Inc. Non-Qualified Retirement Savings and Investment Plan.
- (7) The proportionate interest of a Trust in shares (600,000) owned by Mid Pines Associates, L.P. for the benefit of Mr. Bainum, Jr's great-nephew. Mr. Bainum, Jr is the sole trustee and his great-nephew is the beneficiary. Beneficial ownership is disclaimed.
- (8) Shares owned by a trust for the benefit of Mr. Bainum's great-nephew. Mr. Bainum, Jr. is the sole trustee and his great-nephew is the beneficiary. Beneficial ownership is disclaimed.

Reporting Owners 3

- **(9)** 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 (3,567,869) 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 125,050
- shares indirectly held through Realty by certain trusts for the benefit of Mr. Bainum, Jr.'s two minor children.
- Shares owned by the Stewart Bainum Jr. Grantor Retained Annuity Trust dated September 10, 1996 ("GRAT") in which Mr. Bainum, Jr. (11)is the sole trustee.
- (12) The GRAT distributed 22,240 shares to the Stewart Bainum Jr. Declaration of Trust.
- (13) Incentive Stock Option Plan shares held by Mr. Bainum, Jr.
- (14) Non-Qualified Stock Option Plan shares held by Mr. Bainum, Jr.
- (15) Mr. Bainum substituted shares from his GRAT to the Stewart Bainum Jr. Trust.
- (16) Effective December 31, 2004, Mr. Bainum resigned as Trustee of a trust for the benefit of his great-nephew.
- (17) Mr. Bainum received an additional 130 shares in the Plan.
- (18) Shares in Mr. Bainum, Jr's account pursuant to the terms of the Choice Hotels International, Inc. Savings and Investment Plan.
- (19) Mr. Bainum received 43 shares in the Plan.

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