

ROTHFELD DANIEL K
Form 4
December 16, 2005

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROTHFELD DANIEL K

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)
12/14/2005

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Senior Vice President

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

SILVER SPRING, MD 20901

(City) (State) (Zip)

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	12/14/2005		M		2,250	A	\$ 8.4375	47,950 D
Common Stock	12/14/2005		M		7,278	A	\$ 6.3125	55,228 D
Common Stock	12/14/2005		M		22,000	A	\$ 8.375	77,228 D
Common Stock	12/14/2005		M		2,188	A	\$ 8.375	79,416 D
Common Stock	12/14/2005		M		500	A	\$ 6.405	79,916 D

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Common Stock	12/14/2005	M	4,050	A	\$ 10.5825	83,966	D	
Common Stock	12/14/2005	S	28	D	\$ 38.4	83,938	D	
Common Stock	12/14/2005	S	5,300	D	\$ 38.4117	78,638	D	
Common Stock	12/14/2005	S	3,400	D	\$ 38.51	75,238	D	
Common Stock	12/14/2005	S	1,200	D	\$ 38.5225	74,038	D	
Common Stock	12/14/2005	S	4,100	D	\$ 38.5727	69,938	D	
Common Stock	12/14/2005	S	7,500	D	\$ 38.6025	62,438	D	
Common Stock	12/14/2005	S	10,000	D	\$ 38.6046	52,438	D	
Common Stock						1,905	I	401 (k)

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 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	\$ 8.4375	12/14/2005		M		2,250		<u>(1)</u>	12/15/2007	Common Stock	2,250
Employee Stock Option	\$ 6.3125	12/14/2005		M		7,278		<u>(1)</u>	02/01/2009	Common Stock	7,278

Employee Stock Option	\$ 8.375	12/14/2005	M	22,000	<u>(1)</u>	02/07/2010	Common Stock	22,000
Employee Stock Option	\$ 8.375	12/14/2005	M	2,188	<u>(1)</u>	02/07/2010	Common Stock	2,188
Employee Stock Option	\$ 6.405	12/14/2005	M	500	<u>(1)</u>	05/03/2010	Common Stock	500
Employee Stock Option	\$ 10.5825	12/14/2005	M	4,050	<u>(1)</u>	02/07/2012	Common Stock	4,050

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROTHFELD DANIEL K 10750 COLUMBIA PIKE SILVER SPRING, MD 20901			Senior Vice President	

Signatures

Daniel Rothfeld 12/16/2005

 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) Options vest in five equal installments beginning on the first anniversary of the 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.

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