Edgar Filing: CHOICE HOTELS INTERNATIONAL INC /DE - Form 5

CHOICE HOTELS INTERNATIONAL INC /DE

09/09/2006

09/09/2006

Stock

Stock

Common

09/09/2006

09/09/2006

J

J

116,046

116.046 A

D

\$0

\$0

0

123,298

I

I

Form 5

February 08, 2007

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) 12/31/2006 Chairman 8171 MAPLE LAWN BLVD, Â SUITE 375 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) FULTON. MDÂ 20759 _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. 7. Nature of Transaction Indirect Security (Month/Day/Year) Execution Date, if (A) or Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned at end (D) or Ownership of Issuer's Indirect (I) (Instr. 4) Fiscal Year (Instr. 4) (A) (Instr. 3 and or 4) (D) Price Amount See Common Â Â Â Â Â Â 126,036 I Footnote Stock (2) See Common

Footnote

Footnote

(3)

See

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									(3) (4)
Common Stock	Â	Â	Â	Â	Â	Â	1,446,156	I	See Footnote (5)
Common Stock	Â	Â	Â	Â	Â	Â	13,032	I	See Footnote (7)
Common Stock	Â	Â	Â	Â	Â	Â	257,183	I	See Footnote (8)
Common Stock	08/31/2006	08/31/2006	J	70,346	D	\$ 0	0	I	See Footnote
Common Stock	Â	Â	Â	Â	Â	Â	7,145	I	See Footnote (6)
Common Stock	Â	Â	Â	Â	Â	Â	296	I	See Footnote
Common Stock	08/31/2006	08/31/2006	J	70,346	A	\$ 0	3,188,260	I	See Footnote

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

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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 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)	Expiration D (Month/Day/ re	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Non-Qualified Stock Options	Â	Â	Â	Â	Â	(11)	(11)	Common	Â	
	Â	Â	Â	<u>(10)</u>	Â	(10)	(10)	Common	Â	

Incentive Stock Options

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BAINUM STEWART JR

8171 MAPLE LAWN BLVD
SUITE 375

FULTON. MDÂ 20759

Relationships

A X Â X Â
Chairman

Â

Signatures

Christine A. Shreve, Attorney-in-fact

02/07/2007

**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 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 (1,200,000) owned by Mid Pines Associates, L.P.("Mid Pines")
- 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 (1,200,000) owned by Mid Pines. All shares were transferred to a trust for the benefit of Mr. Bainum's sons.
- (4) The proportionate interest of various trusts, the beneficiaries of which are Mr. Bainum, Jr.'s two minor children in shares (1,200,000) owned by Mid Pines.
- (5) The proportionate interest of the Stewart Bainum, Jr. Trust in shares (7,135,738) 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) 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 (7,135,738) 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 250,100 shares indirectly held through Realty by certain trusts for the benefit of Mr. Bainum, Jr.'s two minor children.
- (9) Shares owned by the Stewart Bainum Jr. Grantor Retained Annuity Trust dated September 10, 1996 ("GRAT") in which Mr. Bainum, Jr. is the sole trustee. The GRAT was terminated.
- (10) Incentive Stock Option Plan shares held by Mr. Bainum, Jr.
- (11) Non-Qualified Stock Option Plan shares held by Mr. Bainum, Jr.
- (12) Shares in Mr. Bainum, Jr's account pursuant to the terms of the Choice Hotels International, Inc. Savings and Investment Plan.
- (13) Mr. Bainum transferred shares from his GRAT to the Stewart Bainum Jr. Declaration of Trust.

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.

Reporting Owners 3