

CHOICE HOTELS INTERNATIONAL INC /DE
 Form 4
 November 04, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 ROBERTSON JERRY E

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)
 05/04/2004

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

SILVER SPRING, MD 20901
 (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
 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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|-----------------------|
| | | | | Code | V | Amount | | | | (A) or (D) |
| Common Stock | 05/04/2004 | | A | | | 1,732 | A \$ 0 | 35,916 | D | |
| Common Stock | 11/02/2004 | | M | | | 2,500 | A \$ 12.81 | 38,416 | D | |
| Common Stock | 11/02/2004 | | M | | | 1,666 | A \$ 14.92 | 40,082 | D | |
| Common Stock | | | | | | | | 12,145 | I | Note 1 ⁽¹⁾ |
| Common Stock | | | | | | | | 15,500 | I | Note 2 ⁽²⁾ |

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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. 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Common Stock Option | \$ 12.81 | 11/02/2004 | | M | 2,500 | 05/03/2004 05/03/2005 | Common Stock | 2,500 |
| Common Stock Option | \$ 14.92 | 11/02/2004 | | M | 1,666 | 05/15/2004 05/15/2006 | Common Stock | 1,666 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ROBERTSON JERRY E 10750 COLUMBIA PIKE SILVER SPRING, MD 20901 | | X | | |

Signatures

Jerry E. Robertson
11/04/2004

**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) Beneficially owned by the Jerry E. Robertson Living Trust.
- (2) Beneficially owned by the JJ Robertson Living Partnership of which the Reporting Person and his wife are general partners.

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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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