

WHITE DAVID L
Form 4
August 28, 2012

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 *
WHITE DAVID L

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)
08/24/2012

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

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)
				(A) or (D) Price			
Common Stock					49,500.54	D	
Common Stock					658	I	401(k) Plan

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4)	Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 11.71	08/24/2012		D ⁽¹⁾			15,000	<u>(2)</u>	12/20/2012	Common Stock	15,000
Employee Stock Option	\$ 8.89	08/24/2012		A ⁽¹⁾		19,759		<u>(2)</u>	12/20/2012	Common Stock	19,759
Employee Stock Option	\$ 10.2	08/24/2012		D ⁽¹⁾			1,500	<u>(3)</u>	02/10/2013	Common Stock	1,500
Employee Stock Option	\$ 7.74	08/24/2012		A ⁽¹⁾		1,975		<u>(3)</u>	02/10/2013	Common Stock	1,975
Employee Stock Option	\$ 29.92	08/24/2012		D ⁽¹⁾			2,500	<u>(4)</u>	02/14/2015	Common Stock	2,500
Employee Stock Option	\$ 22.71	08/24/2012		A ⁽¹⁾		3,293		<u>(4)</u>	02/14/2015	Common Stock	3,293
Employee Stock Option	\$ 29.92	08/24/2012		D ⁽¹⁾			7,500	<u>(4)</u>	02/14/2015	Common Stock	7,500
Employee Stock Option	\$ 22.71	08/24/2012		A ⁽¹⁾		9,879		<u>(4)</u>	02/14/2015	Common Stock	9,879
Employee Stock Option	\$ 33.08	08/24/2012		D ⁽¹⁾			4,768	<u>(5)</u>	02/10/2015	Common Stock	4,768
Employee Stock Option	\$ 25.11	08/24/2012		A ⁽¹⁾		6,280		<u>(5)</u>	02/10/2015	Common Stock	6,280
Employee Stock Option	\$ 33.08	08/24/2012		D ⁽¹⁾			14,305	<u>(5)</u>	02/10/2015	Common Stock	14,305

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Employee Stock Option	\$ 25.11	08/24/2012	A ⁽¹⁾	18,843	⁽⁵⁾	02/10/2015	Common Stock	18,843
Employee Stock Option	\$ 36.42	08/24/2012	D ⁽¹⁾	5,000	⁽⁶⁾	12/11/2014	Common Stock	5,000
Employee Stock Option	\$ 27.65	08/24/2012	A ⁽¹⁾	6,586	⁽⁶⁾	12/11/2014	Common Stock	6,586
Employee Stock Option	\$ 36.42	08/24/2012	D ⁽¹⁾	15,000	⁽⁶⁾	12/11/2014	Common Stock	15,000
Employee Stock Option	\$ 27.65	08/24/2012	A ⁽¹⁾	19,759	⁽⁶⁾	12/11/2014	Common Stock	19,759
Employee Stock Option	\$ 26.88	08/24/2012	D ⁽¹⁾	4,081	⁽⁷⁾	02/08/2016	Common Stock	4,081
Employee Stock Option	\$ 20.41	08/24/2012	A ⁽¹⁾	5,375	⁽⁷⁾	02/08/2016	Common Stock	5,375
Employee Stock Option	\$ 26.88	08/24/2012	D ⁽¹⁾	24,068	⁽⁷⁾	02/08/2016	Common Stock	24,068
Employee Stock Option	\$ 20.41	08/24/2012	A ⁽¹⁾	31,704	⁽⁷⁾	02/08/2016	Common Stock	31,704
Employee Stock Option	\$ 32.6	08/24/2012	D ⁽¹⁾	3,765	⁽⁸⁾	02/14/2017	Common Stock	3,765
Employee Stock Option	\$ 24.75	08/24/2012	A ⁽¹⁾	4,959	⁽⁸⁾	02/14/2017	Common Stock	4,959
Employee Stock Option	\$ 32.6	08/24/2012	D ⁽¹⁾	3,202	⁽⁸⁾	02/14/2017	Common Stock	3,202
Employee Stock Option	\$ 24.75	08/24/2012	A ⁽¹⁾	4,217	⁽⁸⁾	02/14/2017	Common Stock	4,217
Employee Stock Option	\$ 32.6	08/24/2012	D ⁽¹⁾	20,901	⁽⁸⁾	02/14/2017	Common Stock	20,901
Employee Stock	\$ 24.75	08/24/2012	A ⁽¹⁾	27,532	⁽⁸⁾	02/14/2017	Common Stock	27,532

Option									
Employee Stock Option	\$ 35.6	08/24/2012	D ⁽¹⁾	3,512	<u>(9)</u>	02/19/2019	Common Stock	3,512	
Employee Stock Option	\$ 27.03	08/24/2012	A ⁽¹⁾	4,626	<u>(9)</u>	02/19/2019	Common Stock	4,626	
Employee Stock Option	\$ 35.6	08/24/2012	D ⁽¹⁾	10,518	<u>(9)</u>	02/19/2019	Common Stock	10,518	
Employee Stock Option	\$ 27.03	08/24/2012	A ⁽¹⁾	13,855	<u>(9)</u>	02/19/2019	Common Stock	13,855	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITE DAVID L 10750 COLUMBIA PIKE SILVER SPRING, MD 20901			Senior Vice President	

Signatures

Bret L. Limage, attorney
in fact
08/28/2012
Date

**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).
- (1) The transactions reported represent adjustments to outstanding stock options options as a result of the issuer's payment of a special cash dividend of \$10.41 per share.
 - (2) Options vest in five equal installments beginning on the first anniversary of the grant date, which was December 20, 2002.
 - (3) Options vest in five equal installments beginning on the first anniversary of the grant date, which was February 10, 2003.
 - (4) Options vest in four equal installments beginning on the first anniversary of the grant date, which was February 14, 2005.
 - (5) Options vest in four equal installments beginning on the first anniversary of the grant date, which was February 10, 2008.
 - (6) Options vest in four equal installments beginning on the first anniversary of the grant date, which was December 11, 2007.
 - (7) Options vest in four equal installments beginning on the first anniversary of the grant date, which was February 8, 2009.
 - (8) Options vest in four equal installments beginning on the first anniversary of the grant date, which was February 14, 2010.
 - (9) Options vest in four equal installments beginning on the first anniversary of the grant date, which was February 19, 2012.

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.