

CHOICE HOTELS INTERNATIONAL INC /DE

Form 4

March 03, 2006

**FORM 4**

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

OMB APPROVAL

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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 \*  
**GOLDBERG DAVID 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)  
**03/01/2006**

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/01/2006		M		2,000	A	\$ 10.5825
Common Stock	03/01/2006		S		2,000	D	\$ 45
Common Stock	03/01/2006		S		1,887	D	\$ 45
Common Stock	03/01/2006		S		1,441	D	\$ 45
Common Stock	03/02/2006		M		1,600	A	\$ 7.46

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Common Stock	03/02/2006	M	3,000	A	\$ 10.1975	21,423.4	D	
Common Stock	03/02/2006	M	3,000	A	\$ 10.1975	24,423.4	D	
Common Stock	03/02/2006	S	7,600	D	\$ 44.7675	16,823.4	D	
Common Stock						877	I	401 (k)

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.**

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option	\$ 10.5825	03/01/2006		M	2,000	<u>(1)</u> 02/07/2012	Common Stock	2,000
Employee Stock Option	\$ 7.46	03/02/2006		M	1,600	<u>(1)</u> 02/07/2011	Common Stock	1,600
Employee Stock Option	\$ 10.1975	03/02/2006		M	3,000	<u>(1)</u> 02/10/2013	Common Stock	3,000
Employee Stock Option	\$ 10.1975	03/02/2006		M	3,000	<u>(1)</u> 02/10/2013	Common Stock	3,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

