

Pepper David A
Form 4
August 28, 2012

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 *
Pepper David A

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)

SILVER SPRING, MD 20901

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
08/24/2012

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

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 (D) Price			
Common Stock					51,401.74	D	
Common Stock					784	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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 29.92	08/24/2012		D ⁽¹⁾			4,250	<u>(2)</u>	02/14/2015	Common Stock	4,250
Employee Stock Option	\$ 22.71	08/24/2012		A ⁽¹⁾		5,598		<u>(2)</u>	02/14/2015	Common Stock	5,598
Employee Stock Option	\$ 29.92	08/24/2012		D ⁽¹⁾			12,750	<u>(2)</u>	02/14/2015	Common Stock	12,750
Employee Stock Option	\$ 22.71	08/24/2012		A ⁽¹⁾		16,795		<u>(2)</u>	02/14/2015	Common Stock	16,795
Employee Stock Option	\$ 48.75	08/24/2012		D ⁽¹⁾			3,384	<u>(3)</u>	02/12/2013	Common Stock	3,384
Employee Stock Option	\$ 37.01	08/24/2012		A ⁽¹⁾		4,457		<u>(3)</u>	02/12/2013	Common Stock	4,457
Employee Stock Option	\$ 48.75	08/24/2012		D ⁽¹⁾			10,155	<u>(3)</u>	02/12/2013	Common Stock	10,155
Employee Stock Option	\$ 37.01	08/24/2012		A ⁽¹⁾		13,377		<u>(3)</u>	02/12/2013	Common Stock	13,377
Employee Stock Option	\$ 41.03	08/24/2012		D ⁽¹⁾			3,825	<u>(4)</u>	02/11/2014	Common Stock	3,825
Employee Stock Option	\$ 31.15	08/24/2012		A ⁽¹⁾		5,038		<u>(4)</u>	02/11/2014	Common Stock	5,038
Employee Stock Option	\$ 41.03	08/24/2012		D ⁽¹⁾			11,475	<u>(4)</u>	02/11/2014	Common Stock	11,475

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Employee Stock Option	\$ 31.15	08/24/2012	<u>A</u> ⁽¹⁾	15,116	<u>(4)</u>	02/11/2014	Common Stock	15,116
Employee Stock Option	\$ 33.08	08/24/2012	<u>D</u> ⁽¹⁾	3,936	<u>(5)</u>	02/10/2015	Common Stock	3,936
Employee Stock Option	\$ 25.11	08/24/2012	<u>A</u> ⁽¹⁾	5,184	<u>(5)</u>	02/10/2015	Common Stock	5,184
Employee Stock Option	\$ 33.08	08/24/2012	<u>D</u> ⁽¹⁾	19,400	<u>(5)</u>	02/10/2015	Common Stock	19,400
Employee Stock Option	\$ 25.11	08/24/2012	<u>A</u> ⁽¹⁾	25,555	<u>(5)</u>	02/10/2015	Common Stock	25,555
Employee Stock Option	\$ 26.88	08/24/2012	<u>D</u> ⁽¹⁾	2,880	<u>(6)</u>	02/08/2016	Common Stock	2,880
Employee Stock Option	\$ 20.41	08/24/2012	<u>A</u> ⁽¹⁾	3,793	<u>(6)</u>	02/08/2016	Common Stock	3,793
Employee Stock Option	\$ 26.88	08/24/2012	<u>D</u> ⁽¹⁾	43,183	<u>(6)</u>	02/08/2016	Common Stock	43,183
Employee Stock Option	\$ 20.41	08/24/2012	<u>A</u> ⁽¹⁾	56,884	<u>(6)</u>	02/08/2016	Common Stock	56,884
Employee Stock Option	\$ 32.6	08/24/2012	<u>D</u> ⁽¹⁾	2,252	<u>(7)</u>	02/14/2017	Common Stock	2,252
Employee Stock Option	\$ 24.75	08/24/2012	<u>A</u> ⁽¹⁾	2,966	<u>(7)</u>	02/14/2017	Common Stock	2,966
Employee Stock Option	\$ 32.6	08/24/2012	<u>D</u> ⁽¹⁾	3,982	<u>(7)</u>	02/14/2017	Common Stock	3,982
Employee Stock Option	\$ 24.75	08/24/2012	<u>A</u> ⁽¹⁾	5,245	<u>(7)</u>	02/14/2017	Common Stock	5,245
Employee Stock Option	\$ 32.6	08/24/2012	<u>D</u> ⁽¹⁾	18,701	<u>(7)</u>	02/14/2017	Common Stock	18,701
Employee Stock	\$ 24.75	08/24/2012	<u>A</u> ⁽¹⁾	24,634	<u>(7)</u>	02/14/2017	Common Stock	24,634

Option

Employee
Stock
Option

\$ 35.6

08/24/2012

D⁽¹⁾

2,661

(8)

02/19/2019

Common
Stock

2,6

Employee
Stock
Option

\$ 27.03

08/24/2012

A⁽¹⁾

3,505

(8)

02/19/2019

Common
Stock

3,5

Employee
Stock
Option

\$ 35.6

08/24/2012

D⁽¹⁾

7,962

(8)

02/19/2019

Common
Stock

7,9

Employee
Stock
Option

\$ 27.03

08/24/2012

A⁽¹⁾

10,488

(8)

02/19/2019

Common
Stock

10,4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pepper David A 10750 COLUMBIA PIKE SILVER SPRING, MD 20901			Senior Vice President	

Signatures

Bret L. Limage, attorney
in fact

08/28/2012

__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) The transactions reported represent adjustments to outstanding stock 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 February 14, 2005.
- (3) Options vest in four equal installments beginning on the first anniversary of the grant date, which was February 12, 2006.
- (4) Options vest in four equal installments beginning on the first anniversary of the grant date, which was February 11, 2007.
- (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 February 8, 2009.
- (7) Options vest in four equal installments beginning on the first anniversary of the grant date, which was February 14, 2010.
- (8) 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.

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