CHOICE HOTELS INTERNATIONAL INC /DE
Form 4
December 14, 2004

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 *
WIELGUS WAYNE

(Last) (First) (Middle)

10750 COLUMBIA PIKE

(Street)

SILVER SPRING, MD 20901

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CHOICE HOTELS INTERNATIONAL INC /DE [CHH]

3. Date of Earliest Transaction (Month/Day/Year)
12/13/2004

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP, Chief Marketing Officer

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	(A) or (D)	Price			
Common Stock	12/13/2004		M		11,000	A	$ 7.815	31,000	D	
Common Stock	12/13/2004		M		10,500	A	$ 21.165	41,500	D	
Common Stock	12/13/2004		M		5,250	A	$ 20.395	46,750	D	
Common Stock	12/13/2004		M		9,000	A	$ 7.815	55,750	D	
Common Stock	12/13/2004		M		3,500	A	$ 21.165	59,250	D	

Common Stock	12/13/2004	M	1,750	A	$ 20.395	61,000	D	
Common Stock	12/13/2004	S	26,750	D	$ 53.0084	34,250	D	
Common Stock						610	I	401(K)

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	$ 7.815	12/13/2004		M			11,000	(1)	09/18/2010	Common Stock	11,000
Employee Stock Option	$ 21.165	12/13/2004		M			10,500	(1)	02/07/2012	Common Stock	10,500
Employee Stock Option	$ 20.395	12/13/2004		M			5,250	(1)	02/10/2013	Common Stock	5,250
Employee Stock Option	$ 7.815	12/13/2004		M			9,000	(1)	09/18/2010	Common Stock	9,000
Employee Stock Option	$ 21.165	12/13/2004		M			3,500	(1)	02/07/2012	Common Stock	3,500
Employee Stock Option	$ 20.395	12/13/2004		M			1,750	(1)	02/10/2013	Common Stock	1,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WIELGUS WAYNE 10750 COLUMBIA PIKE SILVER SPRING, MD 20901			EVP, Chief Marketing Officer	

Signatures

Wayne Wielgus	12/14/2004
**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) Excercisable in 5 equal annual installments beginning on the first anniversary of grant date.

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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