

BAINUM STEWART JR
Form 4
November 19, 2008

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BAINUM STEWART JR

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)

8171 MAPLE LAWN
BLVD, SUITE 375

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/18/2008

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

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

FULTON, MD 20759

(City) (State) (Zip)

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					126,036	I	See Footnote (2)
Common Stock					123,298	I	See Footnote (3)
Common Stock					1,446,156	I	See Footnote (4)
Common					13,032	I	See

Edgar Filing: BAINUM STEWART JR - Form 4

Stock									Footnote (6)
Common Stock							257,183	I	See Footnote (7)
Common Stock							7,383	I	See Footnote (5)
Common Stock							304	I	See Footnote (10)
Common Stock	11/18/2008	11/18/2008	M	5,000	A	\$ 6.3125	3,294,860	I	See Footnote (1) (11)
Common Stock	11/18/2008	11/18/2008	M	15,000	A	\$ 6.3125	3,309,860	I	See Footnote (1) (11)
Common Stock	11/18/2008	11/18/2008	M	5,000	A	\$ 8.375	3,314,860	I	See Footnote (1) (11)
Common Stock	11/18/2008	11/18/2008	M	15,000	A	\$ 8.375	3,329,860	I	See Footnote (1) (11)
Common Stock	11/18/2008	11/18/2008	M	5,000	A	\$ 7.315	3,334,860	I	See Footnote (1) (11)
Common Stock	11/18/2008	11/18/2008	M	15,000	A	\$ 7.315	3,349,860	I	See Footnote (1) (11)
Common Stock	11/18/2008	11/18/2008	M	5,000	A	\$ 13.055	3,354,860	I	See Footnote (1) (11)

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.

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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and
---	--	---	---	--------------------------------------	--	--	---

Edgar Filing: BAINUM STEWART JR - Form 4

	Derivative Security					or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Options	\$ 6.3125 (9)	11/18/2008	11/18/2008	M		15,000		02/01/2004(9)	02/01/2009(9)	Common	
Non-Qualified Stock Options	\$ 8.375 (9)	11/18/2008	11/18/2008	M		15,000		02/07/2005(9)	02/07/2010(9)	Common	
Non-Qualified Stock Options	\$ 7.315 (9)	11/18/2008	11/18/2008	M		15,000		02/08/2006(9)	02/08/2011(9)	Common	
Non-Qualified Stock Options	\$ 13.055 (9)	11/18/2008	11/18/2008	M		5,000		04/30/2007(9)	04/30/2012(9)	Common	
Incentive Stock Options	\$ 6.3125 (8)	11/18/2008	11/18/2008	M		5,000		02/01/2004(8)	02/01/2009(8)	Common	
Incentive Stock Options	\$ 8.375 (8)	11/18/2008	11/18/2008	M		5,000		02/07/2005(8)	02/07/2010(8)	Common	
Incentive Stock Options	\$ 7.315 (8)	11/18/2008	11/18/2008	M		5,000		02/08/2006(8)	02/08/2011(8)	Common	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAINUM STEWART JR 8171 MAPLE LAWN BLVD SUITE 375 FULTON, MD 20759	X	X	Chairman	

Signatures

Christine A. Shreve,
Attorney-in-fact

11/19/2008

__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) Shares owned by Stewart Bainum Jr. Declaration of Trust ("Stewart Bainum Jr. Trust") in which Mr. Bainum, Jr. is the sole trustee.
- (2) The proportionate interest of the Stewart Bainum, Jr. Trust in shares (1,200,000) owned by Mid Pines Associates, L.P. ("Mid Pines")
- (3) The proportionate interest of various trusts, the beneficiaries of which are Mr. Bainum, Jr.'s two minor children in shares (1,200,000) owned by Mid Pines.

Edgar Filing: BAINUM STEWART JR - Form 4

- (4) The proportionate interest of the Stewart Bainum, Jr. Trust in shares (7,135,738) owned by Realty Investment Company, Inc. a real estate investment and management company in which Mr. Bainum, Jr. is a non-controlling shareholder.
- (5) Shares in Mr. Bainum, Jr's account pursuant to the terms of the Choice Hotels International, Inc. Non-Qualified Retirement Savings and Investment Plan.
- (6) Shares owned by various trusts, the beneficiaries of which are Mr. Bainum, Jr.'s two minor children.
The proportionate interest of Mr. Bainum, Jr's two minor children in shares (7,135,738) owned by Realty Investment Company, Inc., a real estate investment and management company in which Mr. Bainum, Jr. is a non-controlling shareholder. Also includes 250,100 shares indirectly held through Realty by certain trusts for the benefit of Mr. Bainum, Jr.'s two minor children.
- (7) Incentive Stock Option Plan shares held by Mr. Bainum, Jr.
- (8) Non-Qualified Stock Option Plan shares held by Mr. Bainum, Jr.
- (9) Shares in Mr. Bainum, Jr's account pursuant to the terms of the Choice Hotels International, Inc. Savings and Investment Plan.
- (10) Mr. Bainum exercised non-qualified stock options for 50,000 shares which expired from 2/1/2009 through 4/30/2012 and incentive stock options of 15,000 shares which expired from 2/1/2009 through 2/8/2011.
- (11)

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.