

CHOICE HOTELS INTERNATIONAL INC /DE

Form 4

June 10, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person
 Robertson, Jerry E.
 10750 Columbia Pike
 Silver Spring, MD 20901
 USA
2. Issuer Name and Ticker or Trading Symbol
 Choice Hotels International, Inc.
 CHH
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year
 5/2/02
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 (X) Director () 10% Owner () Officer (give title below) () Other
 (specify below)
7. 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 | 2. Transaction Date | 3. Code | 4. Securities Acquired (A) or Disposed of (D) | | 5. Amount of Securities Beneficially Owned at End of Month |
|----------------------|---------------------|---------|---|-------|--|
| | | | Amount | Price | |
| Common Stock | 5/1/02 | M | | 666 | A \$16.34 |
| Common Stock | 5/1/02 | M | | 1,000 | A \$16.5313 |
| Common Stock | 5/1/02 | M | | 642 | A \$16.488 11,811 |
| Common Stock | 4/30/02 | A(2) | V | 1,149 | A 15,168 |
| Common Stock | -- | -- | -- | -- | -- -- 15,500 |

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Derivative Security | 2. Conversion or Exer | 3. Transaction | 4. Transaction | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration | 7. Title and Amount of Underlying Securities | 8. Percentage of Total |
|---------------------------------|-----------------------|----------------|----------------|---|------------------------------------|--|------------------------|
|---------------------------------|-----------------------|----------------|----------------|---|------------------------------------|--|------------------------|

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| | Price of | Derivative | Secur-ity | Date | Code | V | Amount | red(A) or Dis-posed of (D) | Date (Month/Day/Year) | Exer-cisa-ble | Date | Title and Number of Shares | |
|-----------------------------|-----------|------------|-----------|---------|------|---|--------|----------------------------|-----------------------|---------------|---------|----------------------------|-------|
| Non-Qualified Stock Op-tion | \$16.34 | | | 5/1/02 | M | | 666 | D | 4/29/02 | | 4/29/04 | Common Stock | 666 |
| Non-Qualified Stock Op-tion | \$16.5313 | | | 5/1/02 | M | | 1,000 | D | 4/29/01 | | 4/29/03 | Common Stock | 1,000 |
| Non-Qualified Stock Op-tion | \$16.488 | | | 5/1/02 | M | | 642 | D | 9/16/01 | | 9/16/02 | Common Stock | 642 |
| Non-Qualified Stock Op-tion | \$26.11 | | | 4/30/02 | A | V | 3,500 | A | Note 4 | | 4/30/07 | Common Stock | 3,500 |

Explanation of Responses:

Note 1. Beneficially owned by the Jerry E. Robertson Living Trust.

Note 2. Restricted stock granted under the Non-Employee Stock Compensation Plan. Such stock vests in 3 equal annual installments beginning on 4/30/03.

Note 3. Beneficially owned by the JJ Robertson Limited Partnership, of which the Reporting Person and his wife are the general partners.

Note 4. Such options vest in three equal annual installments beginning on 4/30/04.

SIGNATURE OF REPORTING PERSON

Jerry Robertson

DATE

6/10/02