

CHOICE HOTELS INTERNATIONAL INC /DE
 Form 4
 March 03, 2006

FORM 4

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

OMB APPROVAL

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

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 *
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 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

Edgar Filing: CHOICE HOTELS INTERNATIONAL INC /DE - Form 4

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.

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 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

