BAINUM ROBERTA
Form 5
February 03, 2009

FORM 5

OMB APPROVAL

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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).
Form 3 Holdings Reported
Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
BAINUM ROBERTA

(Last) (First) (Middle)

8171 MAPLE LAWN BLVD,Â SUITE 375

(Street)

FULTON,Â MDÂ 20759

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ Other (specify below)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	05/27/2008	05/27/2008	J	3,250,202	D	$ 0	0	I	See Footnote (1)
Common Stock	05/27/2008	05/27/2008	J	3,250,202	A	$ 0	3,250,202	I	See Footnote (2)
Common Stock	11/10/2008	11/10/2008	J	1,260	D	$ 0	3,248,942	I	See Footnote

									(2) (3)
Common Stock	05/27/2008	05/27/2008	J	81,424	D	$ 0	0	I	See Footnote (4)
Common Stock	05/27/2008	05/27/2007	J	81,424	A	$ 0	81,424	I	See Footnote (4)
Common Stock	05/27/2008	05/27/2008	J	14,297	D	$ 0	0	I	See Footnote (5)
Common Stock	05/27/2008	05/27/2008	J	14,297	A	$ 0	95,722	I	See Footnote (5)
Common Stock	05/27/2008	05/27/2008	J	1,400,427	D	$ 0	0	I	See Footnote (6)
Common Stock	05/27/2008	05/27/2008	J	1,400,427	A	$ 0	1,400,427	I	See Footnote (6)

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)		8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	Â	Â X	Â	Â

BAINUM ROBERTA
8171 MAPLE LAWN BLVD
SUITE 375
FULTON,Â MDÂ 20759

Signatures

Christine A. Shreve, Attorney-in-fact	02/03/2009
**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 the Roberta Bainum Irrevocable Trust. Shares were distributed to Ms. Bainum in liquidation of a trust for her benefit for which her brother served as trustee.

(2) Shares contributed to the Roberta Bainum Declaration of Trust ("Roberta Bainum Trust"). Ms. Bainum is the trustee and the sole current beneficiary.

(3) Ms. Bainum gave 1,260 shares to her adult sons.

(4) The proportionate interest of the Roberta Bainum Irrevocable Trust in shares (1,200,000) owned by Mid Pines Associates, L.P. ("Mid Pines"). The interest was distributed to Ms. Bainum in liquidation of a trust for her benefit for which her brother served as trustee. Ms. Bainum contributed the shares to the Roberta Bainum Trust. Ms. Bainum shares voting authority on Mid Pines.

(5) The proportionate interest of Roberta Bainum in shares (1,200,000) owned by Mid Pines contributed to the Roberta Bainum Trust.Ms. Bainum shares voting authority.

(6) The proportionate interest of the Roberta Bainum Irrevocable Trust in shares (7,135,738) owned by Realty Investment Company, Inc. an investment company in which Ms. Bainum is a non-controlling shareholder. The shares were distributed to Ms. Bainum in liquidation of a trust for her benefit for which her brother served as trustee. Ms. Bainum contributed the shares to the Roberta Bainum Trust.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.
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