

CHOICE HOTELS INTERNATIONAL INC /DE
 Form 5
 February 08, 2007

FORM 5

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

OMB APPROVAL
 OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

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 BRUCE

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2006

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

8171 MAPLE LAWN
 BLVD, SUITE 375

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

FULTON, MD 20759

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 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 | Â | Â | Â | Â | Â | Â | 130,814 | I | See Footnote (2) |
| Common Stock | 09/04/2006 | 09/04/2006 | J | 118,890 | D | \$ 0 0 | | I | See Footnote (3) |
| Common Stock | Â | Â | Â | Â | Â | Â | 81,424 | I | See Footnote |

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| | | | | | | | | | (6) |
|--------------|------------|------------|---|---------|---|------|-----------|---|-------------------------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 1,400,370 | I | See Footnote <u>(7)</u> |
| Common Stock | Â | Â | Â | Â | Â | Â | 1,400,428 | I | See Footnote <u>(10)</u> |
| Common Stock | 01/31/2006 | 01/31/2006 | J | 12,375 | D | \$ 0 | 130,749 | I | See Footnote <u>(4)</u> <u>(13)</u> |
| Common Stock | 09/04/2006 | 09/04/2006 | J | 118,890 | A | \$ 0 | 205,020 | I | See Footnote <u>(9)</u> |
| Common Stock | Â | Â | Â | Â | Â | Â | 306,200 | I | See Footnote <u>(8)</u> |
| Common Stock | Â | Â | Â | Â | Â | Â | 133,332 | I | See Footnote <u>(11)</u> |
| Common Stock | Â | Â | Â | Â | Â | Â | 21,502 | I | See Footnote <u>(12)</u> |
| Common Stock | 01/31/2006 | 01/31/2006 | J | 12,375 | A | \$ 0 | 4,119,877 | I | See Footnote <u>(13)</u> |
| Common Stock | 08/30/2006 | 08/30/2006 | J | 9,900 | A | \$ 0 | 4,129,777 | I | See Footnote <u>(13)</u> |
| Common Stock | 08/30/2006 | 08/30/2006 | J | 9,900 | D | \$ 0 | 120,849 | I | See Footnote <u>(4)</u> <u>(13)</u> |
| Common Stock | 09/04/2006 | 09/04/2004 | J | 120,849 | D | \$ 0 | 0 | I | See Footnote <u>(1)</u> <u>(4)</u> |
| Common Stock | 01/31/2006 | 01/31/2006 | J | 13,100 | A | \$ 0 | 3,183,686 | I | See Footnote <u>(5)</u> <u>(14)</u> |
| Common Stock | 08/30/2006 | 08/30/2006 | J | 67,500 | A | \$ 0 | 3,251,186 | I | See Footnote <u>(5)</u> <u>(14)</u> |
| Common Stock | 09/04/2006 | 09/04/2006 | J | 120,849 | A | \$ 0 | 120,849 | I | See Footnote <u>(15)</u> |

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

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SEC 2270 (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. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is F (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 |
| BAINUM BRUCE 8171 MAPLE LAWN BLVD SUITE 375 FULTON, MD 20759 | Â | Â X | Â | Â |

Signatures

Christine A. Shreve,
Attorney-in-fact

02/07/2007

**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) Mr. Bainum transferred all shares in his GRAT to a trust for the benefit of his children. The GRAT was terminated.
- (2) The proportionate interest in shares (1,200,000) owned by Mid Pines Associates, L.P. ("Mid Pines") by the Trust, the sole trustee of which is Mr. Bainum.
The proportionate interest of the Bruce Bainum Grantor Retained Annuity Trust dated September 5, 1996, ("GRAT") the sole trustee of which is Mr. Bainum, in shares (1,200,000) owned by Mid Pines. The entire interest was transferred to a trust for the benefit of Mr. Bainum's children.
- (3) Shares owned by the GRAT, the sole trustee and beneficiary of which is Mr. Bainum.
- (4) Shares owned by the Roberta Bainum Irrevocable Trust. Mr. Bainum is trustee and his sister is the beneficiary. Beneficial ownership is disclaimed.
- (5)

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- (6) The proportionate interest of the Roberta Bainum Irrevocable Trust in shares (1,200,000) owned by Mid Pines. Mr. Bainum is trustee and his sister is the beneficiary. Beneficial ownership is disclaimed.
- (7) The proportionate interest of the Trust in shares (7,135,738) owned by Realty Investment Co. Inc., a real estate investment and management company in which Mr. Bainum is a noncontrolling shareholder.
The proportionate interest in shares owned by Realty Investment Company, Inc. (7,135,738) of (a) shares owned in trust for the benefit of Mr. Bainum's minor child (86,220), (b) shares owned in trust for the benefit of Mr. Bainum's adult children in which Mr. Bainum is the trustee (204,134) and (c) shares owned directly by Mr. Bainum's minor child (15,846).
- (8) The proportionate interest in shares owned by Mid Pines (1,200,000) of (a) shares owned in trust for the benefit of Mr. Bainum's minor child (11,960), AND (b) shares owned in trust for the benefit of Mr. Bainum's adult children for which Mr. Bainum is the trustee (74,170), AND (c) shares owned in trust for the benefit of Mr. Bainum's children (118,890).
- (9) The proportionate interest of the Roberta Bainum Irrevocable Trust in shares (7,135,738) owned by Realty Investment Co. Inc. Mr. Bainum is trustee and his sister is the beneficiary. Beneficial ownership is disclaimed.
- (10) Shares owned by trusts for the benefit of Mr. Bainum's adult sons. Mr. Bainum is the sole trustee and his sons are the beneficiaries. Beneficial ownership is disclaimed.
- (11) Shares owned by a trust for the benefit of Mr. Bainum's minor child.
- (12) The GRAT transferred shares to the Trust.
- (13) The Roberta Bainum Irrevocable Trust acquired additional shares as a distribution from the Roberta Bainum GRAT.
- (14) Shares owned by a trust for the benefit of Mr. Bainum's minor child and adult sons.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.