

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

**FORM 5**

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

OMB APPROVAL  
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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

(Last) (First) (Middle)

8171 MAPLE LAWN  
 BLVD, SUITE 375

(Street)

FULTON, MD 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)  
 12/31/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(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 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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(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 Fi (I
						Date Exercisable (A)	Expiration Date (D)	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.