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CHOICE HOTELS INTERNATIONAL INC /DE

Form 4 May 06, 2005

FORM 4

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 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(b).

(Last)

(City)

1.Title of

Security

(Instr. 3)

Common

Stock

1. Name and Address of Reporting Person *

DIAS FIONA P

(Middle)

(Zip)

any

(Month/Day/Year)

2. Transaction Date 2A. Deemed

(First)

10750 COLUMBIA PIKE

(Street)

SILVER SPRING, MD 20901

(State)

05/04/2005

(Month/Day/Year)

2. Issuer Name and Ticker or Trading

Symbol

INTERNATIONAL INC /DE [CHH]

3. Date of Earliest Transaction (Month/Day/Year) 05/04/2005

CHOICE HOTELS

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities Acquired Execution Date, if

Code (Instr. 8)

Transaction(A) or Disposed of (D) (Instr. 3, 4 and 5)

(A) or Code Amount (D) Price

A 0.8 A

61.05

Transaction(s) (Instr. 3 and 4)

Following

Reported

Issuer

below)

Person

_X__ Director

Applicable Line)

5. Amount of

Securities

Owned

Beneficially

Officer (give title

2,464.9

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3235-0287

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5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

(D) or

D

Indirect (I)

(Instr. 4)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Check all applicable)

Number: January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

10% Owner

6. Ownership 7. Nature of

Beneficial

Ownership

(Instr. 4)

(9-02)

Form: Direct Indirect

Other (specify

1

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)			ate	7. Title Amoun Under	nt of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired			(Instr.	3 and 4)		Owne Follo
					(A) or Disposed						Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
					4, and 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
DIAS FIONA P 10750 COLUMBIA PIKE SILVER SPRING, MD 20901	X						

Signatures

Fiona Dias 05/06/2005

**Signature of Person

**Bate Date Date Reporting Person

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).

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

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