

CHOICE HOTELS INTERNATIONAL INC /DE

Form 4

March 03, 2006

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
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

OMB APPROVAL

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

Senior Vice President

SILVER SPRING, MD 20901

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/01/2006		M		2,000	A	\$ 10.5825	22,151.4	D
Common Stock	03/01/2006		S		2,000	D	\$ 45	20,151.4	D
Common Stock	03/01/2006		S		1,887	D	\$ 45	18,264.4	D
Common Stock	03/01/2006		S		1,441	D	\$ 45	16,823.4	D
Common Stock	03/02/2006		M		1,600	A	\$ 7.46	18,423.4	D

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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.

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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. D		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	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	

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Director 10% Owner Officer Other

GOLDBERG DAVID E
10750 COLUMBIA PIKE
SILVER SPRING, MD 20901

Senior Vice President

Signatures

David E.
Goldberg

03/03/2006

__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) Options vest in five equal installments beginning on the first anniversary of the grant date.

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

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