

CHOICE HOTELS INTERNATIONAL INC /DE
 Form 4
 November 06, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Pepper David A

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)
 1 CHOICE HOTELS CIRCLE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/04/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior Vice President

ROCKVILLE, MD 20850

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	11/04/2013		M ⁽¹⁾		1,269	A	\$ 31.147
Common Stock	11/04/2013		M ⁽¹⁾		16,795	A	\$ 22.713
Common Stock	11/04/2013		M ⁽¹⁾		3,239	A	\$ 25.112
Common Stock	11/04/2013		S ⁽¹⁾		21,303	D	\$ 46.231
Common Stock	11/05/2013		M ⁽¹⁾		22,316	A	\$ 25.112

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Common Stock	11/05/2013		<u>S</u> ⁽¹⁾	22,316	D	\$ 46,226 <u>(3)</u>	50,137.13	D	
Common Stock							801.71	I	401(k) Plan

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option	\$ 31.147	11/04/2013		<u>M</u> ⁽¹⁾	1,269	<u>(4)</u>	02/11/2014	Common Stock	1,269
Employee Stock Option	\$ 22.713	11/04/2013		<u>M</u> ⁽¹⁾	16,795	<u>(5)</u>	02/14/2015	Common Stock	16,795
Employee Stock Option	\$ 25.112	11/04/2013		<u>M</u> ⁽¹⁾	3,239	<u>(6)</u>	02/10/2015	Common Stock	3,239
Employee Stock Option	\$ 25.112	11/05/2013		<u>M</u> ⁽¹⁾	22,316	<u>(6)</u>	02/10/2015	Common Stock	22,316

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pepper David A 1 CHOICE HOTELS CIRCLE ROCKVILLE, MD 20850			Senior Vice President	

Signatures

Bret Limage, attorney
in fact

11/06/2013

__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) The exercise and sale reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 26, 2013.
 - (2) Average price reflects series of transactions between \$45.86 and \$46.46.
 - (3) Average price reflects series of transactions between \$45.82 and \$46.46.
 - (4) The option vested in four equal annual installments on 2/11/08, 2/11/09, 2/11/10, and 2/11/11.
 - (5) The option vested in five equal annual installments on 2/14/06, 2/14/07, 2/14/08, 2/14/09, and 2/14/10.
 - (6) The option vested in four equal annual installments on 2/10/09, 2/10/10, 2/10/11, and 2/10/12.

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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