

CHOICE HOTELS INTERNATIONAL INC /DE
 Form 4
 March 22, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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 *
LEDSINGER CHARLES A JR

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)
 03/18/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO & President

SILVER SPRING, MD 20901

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/18/2005 | | S | 1,100 | D | \$ 62.67 | 269,204.6 D |
| Common Stock | 03/18/2005 | | S | 1,100 | D | \$ 62.68 | 268,104.6 D |
| Common Stock | 03/18/2005 | | S | 400 | D | \$ 62.69 | 267,704.6 D |
| Common Stock | 03/18/2005 | | S | 2,000 | D | \$ 62.7 | 265,704.6 D |
| Common Stock | 03/18/2005 | | S | 800 | D | \$ 62.71 | 264,904.6 D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|-----------|---|--------------------|
| Common Stock | 03/18/2005 | S | 300 | D | \$ 62.72 | 264,604.6 | D | |
| Common Stock | 03/18/2005 | S | 800 | D | \$ 62.73 | 263,804.6 | D | |
| Common Stock | 03/18/2005 | S | 1,200 | D | \$ 62.75 | 262,604.6 | D | |
| Common Stock | 03/18/2005 | S | 2,100 | D | \$ 62.76 | 260,504.6 | D | |
| Common Stock | 03/18/2005 | S | 1,500 | D | \$ 62.77 | 259,004.6 | D | |
| Common Stock | 03/18/2005 | S | 800 | D | \$ 62.78 | 258,204.6 | D | |
| Common Stock | 03/18/2005 | S | 500 | D | \$ 62.79 | 257,704.6 | D | |
| Common Stock | 03/18/2005 | S | 200 | D | \$ 62.8 | 257,504.6 | D | |
| Common Stock | 03/18/2005 | S | 1,100 | D | \$ 62.82 | 256,404.6 | D | |
| Common Stock | 03/18/2005 | S | 3,100 | D | \$ 62.85 | 253,304.6 | D | |
| Common Stock | 03/18/2005 | S | 1,400 | D | \$ 62.87 | 251,904.6 | D | |
| Common Stock | 03/18/2005 | S | 800 | D | \$ 63 | 251,104.6 | D | |
| Common Stock | 03/18/2005 | S | 200 | D | \$ 63.15 | 250,904.6 | D | |
| Common Stock | 03/18/2005 | S | 300 | D | \$ 63.16 | 250,604.6 | D | |
| Common Stock | 03/21/2005 | M | 100 | A | \$ 12.53 | 250,704.6 | D | |
| Common Stock | 03/21/2005 | S | 100 | D | \$ 62 | 250,604.6 | D | |
| Common Stock | | | | | | 1,138 | I | 401 (k) Plan |
| Common Stock | | | | | | 1,305 | I | Non-Qualified 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option | \$ 12.53 | 03/21/2005 | | M | 100 | (1) 07/31/2008 | Common Stock | 100 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| LEDSINGER CHARLES A JR 10750 COLUMBIA PIKE SILVER SPRING, MD 20901 | X | | CEO & President | |

Signatures

Charles A. Ledsinger
Date: 03/22/2005

**Signature of 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).
- (1) Options vest in five equal installments beginning on the first anniversary of the grant date.

Remarks:

Number of transactions on this date exceed form capacity. This is the second of two Form 4 reports filed on this date for the reporting person.

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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