

CHOICE HOTELS INTERNATIONAL INC /DE

Form 4

June 10, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person
 DeSantis, Michael J.
 10750 Columbia Pike
 Silver Spring, MD 20901
 USA
2. Issuer Name and Ticker or Trading Symbol
 Choice Hotels International, Inc.
 CHH
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year
 5/2/02
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 () Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)
 Senior VP, Secretary & General Counsel
7. Individual or Joint/Group Filing (Check Applicable Line)
 (X) 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	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D)		5. Amount of Securities Beneficially Owned at End of Month
			Amount	Price	
Common Stock	5/2/02	M	10,000	\$12.625	
Common Stock	5/2/02	S	10,000	\$26.707	21,490
Common Stock	--	--	--	--	1,958.52
Common Stock	--	--	--	--	950.778

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of	3. Transaction	4. Derivative Securities Acquired (A) or Disposed of (D)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Percentage of Total Ownership
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	Deriva- tive Secu- rity	Date	Code	V	Amount	D	Date	Expir- ation Date	Title and Number of Shares
Non-Qualified Stock Op- tion	\$12.625	5/2/02	M		10,000	D	2/1/02	2/1/09	Common Stock 10,000
Non-Qualified Stock Op- tion	\$21.165	2/7/02	A	V	20,625	A	Note 1	2/7/12	Common Stock 20,625
Incentive Stock Option	\$21.165	2/7/02	A	V	6,875	A	Note 1	2/7/12	Common Stock 6,875

Explanation of Responses:

Note 1. Such options vest in five equal annual installments beginning on 2/7/03.

SIGNATURE OF REPORTING PERSON

Michael J. DeSantis

DATE

6/10/02