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CHOICE HOTELS INTERNATIONAL INC /DE

Form 5

January 26, 2016

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Common

Stock

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer **BAINUM ROBERTA** Symbol **CHOICE HOTELS** (Check all applicable) INTERNATIONAL INC /DE [CHH] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) Director _X__ 10% Owner Officer (give title Other (specify (Month/Day/Year) below) below) 12/31/2015 8171 MAPLE LAWN BLVD, Â SUITE 375 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) FULTON, MDÂ 20759 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 6. 7. Nature of Transaction Indirect Security (Month/Day/Year) Execution Date, if (A) or Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned at end (D) or Ownership of Issuer's Indirect (I) (Instr. 4) Fiscal Year (Instr. 4) (A) (Instr. 3 and or 4) (D) Price Amount See Common Â Â Â Â Â Â 1,695,812 I Footnote Stock (1) See Common Â Â Â Â 95,722 Ι Footnote Stock (2) Â Â Â Â

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I

975,497

See

Footnote

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									(3)
Common Stock	12/14/2015	12/14/2015	J	91,801	D	\$0	1,214,770	I	See Footnote
Common Stock	05/12/2015	05/12/2015	J	102,212	D	\$ 0	113,555	I	See Footnote (5)
Common Stock	05/12/2015	05/12/2015	J	33,666	D	\$ 0	66,418	I	See Footnote (6)
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.		Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.						SEC 2270 (9-02)	

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	int of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
									or	
						Date	Expiration	Title	Number	
						Exercisable	Date	Title	of	
					(A) (D)				Shares	
					(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 0	Director	10% Owner	Officer	Other		
BAINUM ROBERTA 8171 MAPLE LAWN BLVD SUITE 375 FULTON, MD 20759	Â	ÂX	Â	Â		

Signatures

Christine A. Shreve, POA	01/26/2016			
**Signature of Reporting Person	Date			

Reporting Owners 2

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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) Shares owned by the Roberta Bainum Declaration of Trust ("Roberta Bainum Trust"). Ms. Bainum is the trustee and the sole current beneficiary.
- (2) The proportionate interest of the Roberta Bainum Trust in shares (978,482) owned by Mid Pines Associates, L.P. ("Mid Pines") in which Ms. Bainum has shared voting authority.
- The proportionate interest of the Roberta Bainum Trust in shares (6,821,574) owned by Realty Investment Company, Inc. ("Realty") an investment company in which Ms. Bainum is a non-controlling shareholder and shares voting authority. Realty owns Choice stock as well as other assets.
- The proportionate interest of Ms. Bainum and the Roberta Bainum Trust, in shares owned by Sweetwater Holdings, LLC ("Sweetwater")

 (4) a family investment entity in which Ms. Bainum shares voting authority. A trust formed by Ms. Bainum for the benefit of her and her descendants made liquidating distributions of Sweetwater.
- The proportionate interest in shares owned by Realty (6,821,574) of individual trusts for the benefit of Ms. Bainum's adult children for which Ms. Bainum is the trustee. Beneficial ownership is disclaimed. A trust for the benefit of Ms. Bainum's adult son made a distribution of Realty in accordance with its terms.
- The proportionate interest in shares owned by Mid Pines (978,482) of individual trusts for the benefit of Ms. Bainum's adult children for which Ms. Bainum is the trustee. Beneficial ownership is disclaimed. A trust for the benefit of Ms. Bainum's adult son made a distribution of Mid Pines in accordance with its terms.

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