BAINUM ROBERTA

Form 4

January 18, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average

burden hours per response...

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

1. Name and Address of Reporting Person *

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

BAINUM ROBERTA

| | | | CHOICE HOTELS INTERNATIONAL INC /DE [CHH] | | | HH] | (Check all applicable) | | | |
|--------------------------------------|---|---|--|---|---------|--------|--|--|------------------------|--|
| (Last) | · · · | | 3. Date of Earliest Transaction (Month/Day/Year) | | | | Director Officer (give | X 10% e title Other below) | 6 Owner er (specify | |
| 8171 MAPI BLVD, SUI | | 01/16/2 | 2018 | | | | below) | octow) | | |
| | (Street) | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | | | |
| FULTON, N | MD 20759 | | | | | | _X_ Form filed by Person | One Reporting Pe More than One Re | | |
| (City) | (State) | (Zip) Tab | ole I - Non-E | Derivative Se | ecuriti | es Acq | uired, Disposed o | f, or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code | 4. Securitie on(A) or Disp (Instr. 3, 4 | osed c | of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | |
| Common Stock | | | | | | | 1,433,105 | I | See Footnote (1) | |
| Common Stock | | | | | | | 95,722 | I | See Footnote (2) | |
| Common Stock | | | | | | | 975,497 | I | See Footnote (3) | |
| Common | 01/16/2018 | 01/16/2018 | J | 150,781 | D | \$0 | 1,239,599 | I | See | |

Edgar Filing: BAINUM ROBERTA - Form 4

| Stock | | | Footnote (4) |
|-----------------|---------|---|------------------|
| Common Stock | 101,175 | I | See Footnote (5) |
| Common Stock | 32,752 | 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 SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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 Exerc | cisable and | 7. Titl | le and | 8. Price of |
|-------------|-------------|---------------------|--------------------|---------|----------------------------|--------|---------------|-------------|---------|------------|-------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transa | ctionNum | ber | Expiration Da | ate | Amou | unt of | Derivative |
| Security | or Exercise | | any | Code | of | | (Month/Day/ | Year) | Unde | rlying | Security |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. | B) Deriv | vative | : | | Secur | rities | (Instr. 5) |
| | Derivative | | | | Secu | rities | | | (Instr | . 3 and 4) | |
| | Security | | | | Acqu | iired | | | | | |
| | | | | | (A) o | r | | | | | |
| | | | | | Dispo | osed | | | | | |
| | | | | | of (D |)) | | | | | |
| | | | | | (Instr | r. 3, | | | | | |
| | | | | | 4, and | d 5) | | | | | |
| | | | | | | | | | | Amount | |
| | | | | | | | | | | or | |
| | | | | | | | Date | Expiration | Title | Number | |
| | | | | | | | Exercisable | Date | Title | of | |
| | | | | Code | V (A) | (D) | | | | Shares | |
| | | | | Code | V (A) | (D) | | | | Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|---------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| BAINUM ROBERTA 8171 MAPLE LAWN BLVD SUITE 375 FULTON, MD 20759 | | X | | | | |

Signatures

| Christine A. Shreve, POA | 01/18/2018 | | | |
|---------------------------------|------------|--|--|--|
| **Signature of Reporting Person | Date | | | |

Reporting Owners 2

Edgar Filing: BAINUM ROBERTA - Form 4

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") a family real estate investment and management 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, the Roberta Bainum Trust and a grantor retained annuity trust created by Ms. Bainum, in shares owned by Sweetwater Holdings, LLC ("Sweetwater") a family investment entity in which Ms. Bainum shares voting authority. A Trust formed by Ms. Bainum for her benefit and the benefit of her descendants made liquidating distributions of Sweetwater.
- (5) 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.
- (6) 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.

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