

CHOICE HOTELS INTERNATIONAL INC /DE
 Form 4
 March 25, 2014

FORM 4

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

OMB APPROVAL

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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 *
 BAINUM BARBARA

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)
 8171 MAPLE LAWN BLVD, SUITE 375
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/21/2014

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

FULTON, MD 20759

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)
Common Stock	03/21/2014	03/21/2014	S	262,459 D	\$ 45.92 1,030,381	I	See Footnote (1)
Common Stock					87,631	I	See Footnote (2)
Common Stock					556,388	I	See Footnote (3)
Common					1,175,000	I	See

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- (3) The proportionate interest of the BB Trust in shares (6,821,574) owned by Realty Investment, Co, Inc.("Realty"), a real estate investment and management company in which Ms. Bainum is a noncontrolling shareholder.
- (4) Shares owned by Shadow Holdings, LLC, a Limited Liability Company owned by Ms. Bainum and the BB Trust for which she shares voting authority.

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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