WU Simone Form 4 August 28, 2012

## FORM 4

### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31, 2005

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(City)

(State)

(Print or Type Responses)

1. Name and Address of Reporting Person \*
2. Issuer Name and Ticker or Trading
WU Simone
5. Relationship of Reporting Person(s) to
Issuer

Symbol

CHOICE HOTELS
INTERNATIONAL INC /DE [CHH]
(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction \_\_\_\_\_ Director \_\_\_\_\_ 10% Owner (Month/Day/Year) \_\_\_\_\_ X\_\_ Officer (give title \_\_\_\_\_ Other (specify

10750 COLUMBIA PIKE 08/24/2012 Senior Vice President

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person
\_\_ Form filed by More than One Reporting
Person

SILVER SPRING, MD 20901

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4)

(A) Reported Transaction(s) or (Jacta 2 and 4)

Code V Amount (D) Price (Instr. 3 and 4)

Common Stock 5,970 D

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 1474

(9-02)

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

#### Edgar Filing: WU Simone - Form 4

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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
	Security			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Employee Stock Option	\$ 35.6	08/24/2012		D <u>(1)</u>		16,285	(2)	02/19/2019	Common Stock	16,2
Employee Stock Option	\$ 27.03	08/24/2012		A <u>(1)</u>	21,452		(2)	02/19/2019	Common Stock	21,4

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WU Simone

10750 COLUMBIA PIKE SILVER SPRING, MD 20901 Senior Vice President

## **Signatures**

Bret L. Limage, attorney

in fact 08/28/2012

\*\*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) The transactions reported represent adjustments to outstanding stock options options as a result of the issuer's payment of a special cash dividend of \$10.41 per share.
- (2) Options vest in four equal annual installments beginning on the first anniversary of the grant date, which was February 19,2012.

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.

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