

CHOICE HOTELS INTERNATIONAL INC /DE
 Form 4
 February 17, 2006

FORM 4

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

OMB APPROVAL

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

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 *
 ROTHFELD DANIEL K

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)
 10750 COLUMBIA PIKE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/16/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior Vice President

SILVER SPRING, MD 20901
 (City) (State) (Zip)

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

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/16/2006		S		3,500 D \$ 41.158	103,448	D
Common Stock	02/16/2006		S		5,200 D \$ 41.2235	98,248	D
Common Stock	02/16/2006		S		7,900 D \$ 41.2689	90,348	D
Common Stock	02/16/2006		S		4,400 D \$ 41.2918	85,948	D
Common Stock	02/16/2006		S		1,900 D \$ 41.3821	84,048	D

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Common Stock	02/16/2006	S	1,200	D	\$ 41.4633	82,848	D
Common Stock	02/16/2006	S	100	D	\$ 41.47	82,748	D
Common Stock	02/16/2006	S	5,700	D	\$ 41.6112	77,048	D
Common Stock	02/16/2006	S	3,200	D	\$ 41.6622	73,848	D
Common Stock	02/16/2006	S	4,793	D	\$ 41.7	69,055	D
Common Stock	02/16/2006	S	200	D	\$ 41.72	68,855	D
Common Stock	02/16/2006	S	1,900	D	\$ 41.74	66,955	D
Common Stock	02/16/2006	S	500	D	\$ 41.75	66,455	D
Common Stock	02/16/2006	S	500	D	\$ 41.77	65,955	D
Common Stock	02/16/2006	S	700	D	\$ 41.8	65,255	D
Common Stock	02/16/2006	S	600	D	\$ 41.81	64,655	D
Common Stock	02/16/2006	S	700	D	\$ 41.82	63,955	D
Common Stock	02/16/2006	S	400	D	\$ 41.83	63,555	D
Common Stock	02/16/2006	S	2,400	D	\$ 42.0325	61,155	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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

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 Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo
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Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROTHFELD DANIEL K 10750 COLUMBIA PIKE SILVER SPRING, MD 20901			Senior Vice President	

Signatures

Daniel Rothfeld	02/17/2006
**Signature of Reporting Person	Date

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).

Remarks:

This is the second of two filings for transactions on this date.

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.