

CHOICE HOTELS INTERNATIONAL INC /DE

Form 4

March 02, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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 *
WU Simone

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)

1 CHOICE HOTELS CIRCLE

(Street)

ROCKVILLE, MD 20850

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/20174. If Amendment, Date Original
Filed(Month/Day/Year)☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Senior Vice President

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 Ownership (Instr. 4)
Common Stock	03/01/2017		M	V Amount (A) or (D) Price \$ 27.02	33,007	D	
Common Stock	03/01/2017		M	V Amount (A) or (D) Price \$ 36.76	35,207	D	
Common Stock	03/01/2017		S ⁽¹⁾	V Amount (A) or (D) Price \$ 61.41 (2)	31,049	D	
Common Stock	03/01/2017		S ⁽¹⁾	V Amount (A) or (D) Price \$ 61.37 (3)	28,849	D	
	03/01/2017		S ⁽¹⁾	V Amount (A) or (D) Price \$ 21,984		D	

Common
Stock

\$
61.27
(4)

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

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SEC 1474
(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 Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 27.02	03/01/2017		M		18,958		02/19/2016	02/19/2019	Common Stock	18,958
Employee Stock Option	\$ 36.76	03/01/2017		M		2,200		<u>(5)</u>	02/08/2020	Common Stock	2,200

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WU Simone 1 CHOICE HOTELS CIRCLE ROCKVILLE, MD 20850	Senior Vice President

Signatures

Bret L. Limage, Attorney
In Fact 03/02/2017

 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).

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- (1) Sales pursuant to a 10b5-1 trading plan.
- (2) Average price reflects series of transactions between \$60.45 and \$62.49.
- (3) Average price reflects series of transactions between \$61.00 and \$61.99.
- (4) Average price reflects series of transactions between \$61.00 and \$62.09.
- (5) Vests in four equal annual installments beginning on 02/08/2014.

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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