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CHOICE HOTELS INTERNATIONAL INC /DE

Form 4

February 17, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading ROTHFELD DANIEL K Issuer Symbol CHOICE HOTELS (Check all applicable) INTERNATIONAL INC /DE [CHH] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner _X__ Officer (give title Other (specify (Month/Day/Year) below) below) 10750 COLUMBIA PIKE 02/16/2006 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 SILVER SPRING, MD 20901 Person

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed 3. 4. Securities Acquired (A) Execution Date, if Transaction Disposed of (D) any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) (A) or				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	02/16/2006		Code V S	Amount 3,500	(D)	Price \$ 41.158		D	
Stock 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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02/16/2006	S	1,200	D	\$ 41.4633	82,848	D
02/16/2006	S	100	D	\$ 41.47	82,748	D
02/16/2006	S	5,700	D	\$ 41.6112	77,048	D
02/16/2006	S	3,200	D	\$ 41.6622	73,848	D
02/16/2006	S	4,793	D	\$ 41.7	69,055	D
02/16/2006	S	200	D	\$ 41.72	68,855	D
02/16/2006	S	1,900	D	\$ 41.74	66,955	D
02/16/2006	S	500	D	\$ 41.75	66,455	D
02/16/2006	S	500	D	\$ 41.77	65,955	D
02/16/2006	S	700	D	\$ 41.8	65,255	D
02/16/2006	S	600	D	\$ 41.81	64,655	D
02/16/2006	S	700	D	\$ 41.82	63,955	D
02/16/2006	S	400	D	\$ 41.83	63,555	D
02/16/2006	S	2,400	D	\$ 42.0325	61,155	D
	02/16/2006 02/16/2006 02/16/2006 02/16/2006 02/16/2006 02/16/2006 02/16/2006 02/16/2006 02/16/2006 02/16/2006 02/16/2006	02/16/2006 S 02/16/2006 S	02/16/2006 S 100 02/16/2006 S 5,700 02/16/2006 S 3,200 02/16/2006 S 4,793 02/16/2006 S 200 02/16/2006 S 1,900 02/16/2006 S 500 02/16/2006 S 500 02/16/2006 S 700 02/16/2006 S 700 02/16/2006 S 700 02/16/2006 S 700 02/16/2006 S 400	02/16/2006 S 100 D 02/16/2006 S 5,700 D 02/16/2006 S 3,200 D 02/16/2006 S 4,793 D 02/16/2006 S 200 D 02/16/2006 S 1,900 D 02/16/2006 S 500 D 02/16/2006 S 500 D 02/16/2006 S 700 D 02/16/2006 S 700 D 02/16/2006 S 700 D 02/16/2006 S 700 D 02/16/2006 S 400 D	02/16/2006 S 1,200 D 41.4633 02/16/2006 S 100 D \$ 41.47 02/16/2006 S 5,700 D \$ 41.6112 02/16/2006 S 3,200 D \$ 41.6622 02/16/2006 S 4,793 D \$ 41.7 02/16/2006 S 200 D \$ 41.72 02/16/2006 S 1,900 D \$ 41.74 02/16/2006 S 500 D \$ 41.75 02/16/2006 S 500 D \$ 41.81 02/16/2006 S 700 D \$ 41.81 02/16/2006 S 700 D \$ 41.82 02/16/2006 S 400 D \$ 41.83 02/16/2006 S 2,400 D \$ 41.83	02/16/2006 S 1,200 D \$41.4633 \$82,848 02/16/2006 S 100 D \$41.47 \$82,748 02/16/2006 S 5,700 D \$41.6112 77,048 02/16/2006 S 3,200 D \$41.6622 73,848 02/16/2006 S 4,793 D \$41.7 69,055 02/16/2006 S 200 D \$41.72 68,855 02/16/2006 S 1,900 D \$41.74 66,955 02/16/2006 S 500 D \$41.75 66,455 02/16/2006 S 500 D \$41.8 65,255 02/16/2006 S 700 D \$41.8 65,255 02/16/2006 S 700 D \$41.8 63,955 02/16/2006 S 400 D \$41.83 63,555 02/16/2006 S 400 D \$41.83 63,555

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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	re	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo

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Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Exercisable

Expiration Title Amount Date

or

Trans

(Insti

Number of Shares

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

ROTHFELD DANIEL K 10750 COLUMBIA PIKE SILVER SPRING, MD 20901

Senior Vice President

Signatures

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

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).

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.

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