

CHOICE HOTELS INTERNATIONAL INC /DE
Form 4
July 11, 2017

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 *
Joyce Stephen P

(Last) (First) (Middle)
1 CHOICE HOTELS CIRCLE
(Street)

ROCKVILLE, MD 20850

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CHOICE HOTELS INTERNATIONAL INC /DE [CHH]

3. Date of Earliest Transaction (Month/Day/Year)
07/10/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 07/10/2017 | | M | 36,616 A \$ 31.31 | 201,922 | D | |
| Common Stock | 07/10/2017 | | S ⁽¹⁾ | 36,616 D \$ 62.88 | 165,306 | D | |
| Common Stock | 07/10/2017 | | M | 3,193 A \$ 31.31 | 168,499 | D | |
| Common Stock | 07/10/2017 | | M | 3,700 A \$ 27.03 | 172,199 | D | |
| Common Stock | 07/10/2017 | | M | 2,720 A \$ 36.76 | 174,919 | D | |

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| | | | | | | | |
|--------------|------------|------------------|-------|---|--------------------|---------|---|
| Common Stock | 07/10/2017 | S ⁽¹⁾ | 7,500 | D | \$ 62.88 (2) | 167,419 | 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 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 | \$ 31.31 | 07/10/2017 | | M | 36,616 | (3) | 02/21/2018 | Common Stock | 36,616 |
| Employee Stock Option | \$ 31.31 | 07/10/2017 | | M | 3,193 | (3) | 02/21/2018 | Common Stock | 9,263 |
| Employee Stock Option | \$ 27.03 | 07/10/2017 | | M | 3,700 | (4) | 02/19/2019 | Common Stock | 10,234 |
| Employee Stock Option | \$ 36.76 | 07/10/2017 | | M | 2,720 | (5) | 02/08/2020 | Common Stock | 2,720 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Joyce Stephen P 1 CHOICE HOTELS CIRCLE ROCKVILLE, MD 20850 | | | Chief Executive Officer | |

Signatures

Bret L. Limage, Attorney
In Fact

07/11/2017

__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).

- (1) Sold pursuant to a 10b5-1 trading plan.
- (2) Average price reflects a series of transactions between \$62.60 and \$63.30.
- (3) Options vested in four annual installments beginning on the first anniversary of the February 21, 2011 grant date.
- (4) Options vested in four annual installments beginning on the first anniversary of the February 19, 2012 grant date.
- (5) Options vested in four annual installments beginning on the first anniversary of the February 8, 2013 grant date.

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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