

CHOICE HOTELS INTERNATIONAL INC /DE

Form 4

June 10, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person

DeSantis, Michael J.
 10750 Columbia Pike
 Silver Spring, MD 20901
 USA

2. Issuer Name and Ticker or Trading Symbol

Choice Hotels International, Inc.
 CHH

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

5/2/02

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

() Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)

Senior VP, Secretary & General Counsel

7. Individual or Joint/Group Filing (Check Applicable Line)

(X) 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	2. Transaction Date	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
Common Stock	5/2/02	M	10,000	A \$12.625
Common Stock	5/2/02	S	10,000	D \$26.707 21,490
Common Stock	--	--	--	-- -- 1,958.52
Common Stock	--	--	--	-- -- 950.778

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of	3. Transaction Date	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Put or Call or Other Feature
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	Deriva- tive Secu- rity	Date	Code	V	Amount		Date	Expir- ation	Title and Number of Shares	
Non-Qualified Stock Op- tion	\$12.625	5/2/02	M		10,000	D	2/1/02	2/1/09	Common Stock	10,000
Non-Qualified Stock Op- tion	\$21.165	2/7/02	A	V	20,625	A	Note 1	2/7/12	Common Stock	20,625
Incentive Stock Option	\$21.165	2/7/02	A	V	6,875	A	Note 1	2/7/12	Common Stock	6,875

Explanation of Responses:

Note 1. Such options vest in five equal annual installments beginning on 2/7/03.

SIGNATURE OF REPORTING PERSON

Michael J. DeSantis

DATE

6/10/02