

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  
 Robertson, Jerry E.  
 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)  
 (X) Director ( ) 10% Owner ( ) Officer (give title below) ( ) Other  
 (specify below)
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. Code	4. Securities Acquired (A) or Disposed of (D)		5. Amount of Securities Beneficially Owned at End of Month
			Amount	Price	
Common Stock	5/1/02	M		666	A   \$16.34
Common Stock	5/1/02	M		1,000	A   \$16.5313
Common Stock	5/1/02	M		642	A   \$16.488   11,811
Common Stock	4/30/02	A(2)V		1,149	A     15,168
Common Stock	--	--		--	--   --   15,500

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

1. Title of Derivative Security	2. Conversion or Exer	3. Transaction	4. Transaction	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration	7. Title and Amount of Underlying Securities	8. Percentage of Total
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	Price of	Derivative	Secur-ity	Date	Code	V	Amount	red(A) or Dis-posed of (D)	Date (Month/Day/Year)	Exer-cisa-ble	Date	Title and Number of Shares	
Non-Qualified Stock Op-tion	\$16.34			5/1/02	M		666	D	4/29/02		4/29/04	Common Stock	666
Non-Qualified Stock Op-tion	\$16.5313			5/1/02	M		1,000	D	4/29/01		4/29/03	Common Stock	1,000
Non-Qualified Stock Op-tion	\$16.488			5/1/02	M		642	D	9/16/01		9/16/02	Common Stock	642
Non-Qualified Stock Op-tion	\$26.11			4/30/02	A	V	3,500	A	Note 4		4/30/07	Common Stock	3,500

Explanation of Responses:

Note 1. Beneficially owned by the Jerry E. Robertson Living Trust.

Note 2. Restricted stock granted under the Non-Employee Stock Compensation Plan. Such stock vests in 3 equal annual installments beginning on 4/30/03.

Note 3. Beneficially owned by the JJ Robertson Limited Partnership, of which the Reporting Person and his wife are the general partners.

Note 4. Such options vest in three equal annual installments beginning on 4/30/04.

SIGNATURE OF REPORTING PERSON

Jerry Robertson

DATE

6/10/02