

CHOICE HOTELS INTERNATIONAL INC /DE  
Form SC 13D/A  
July 10, 2006

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No.    #5   )\***

**CHOICE HOTELS INTERNATIONAL, INC.**

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(Name of Issuer)

**Common Stock**

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(Title of Class of Securities)

**169905-10-6**

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(CUSIP Number)

**Christine A. Shreve - 301-881-9854**

**11810 Parklawn Drive, Suite 200, Rockville, MD 20852**

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**June 29, 2006**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b) (3) or (4), check the following box .

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 169905-10-6

13D

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This Amendment No. 5 (this Amendment) amends and supplements the Statement on Schedule 13D, as heretofore amended (the Schedule 13D), relating to the shares of common stock, par value \$0.01 per share (the Shares), of Choice Hotels International, Inc., a Delaware corporation (the Issuer), previously filed by Stewart Bainum and Jane Bainum (the Reporting Person). This Amendment is being filed to update Item 6 of the Schedule 13D in light of a pledge of certain of the securities reported in the Schedule 13D. The Amendment also updates certain changes in the facts reported in the Schedule 13D, none of which, individually or in the aggregate, the Reporting Person believes to be material.

1. Names of Reporting Persons S.S. or I.R.S. Identification No. of above Persons

Stewart Bainum

Jane Bainum

S.S.#: 269-14-2118

S.S.#: 577-24-6494

2. Check the Appropriate Box if a Member of a Group\*

(a)  x

(b)  ..

3. SEC Use Only

4. Source of Funds (See Instructions)

N/A

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(C) or 2(E) ..

6. Citizenship or Place of Organization

USA

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY 8,661,687

OWNED BY

EACH

8. Shared Voting Power

REPORTING

PERSON

7,135,738

WITH:

9. Sole Dispositive Power

8,661,687

10. Shared Dispositive Power

7,135,738

11. Aggregate Amount Beneficially Owned by Each Reporting Person

15,797,425

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

24%

14. Type of Reporting Person

IN

Item 1. Security and Issuer

(a) Name of Issuer:

Choice Hotels International, Inc.

(b) Address of Issuer's Principal Executive Offices:

10750 Columbia Pike  
Silver Spring, MD 20901

(c) Title and Class of Securities:

Common Stock

Item 2. Identity and Background

(a) Name:

Stewart Bainum  
Jane Bainum

(b) Business Address:  
10770 Columbia Pike, Suite 100  
Silver Spring, MD 20901

(c) Present Principal Employment:

Chairman, Commonweal Foundation

(d) Record of Convictions:

During the last five years, the Reporting Person has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors.)

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(e) Record of Civil Proceedings:

During the last five years, the Reporting Person was not a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating such activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Citizenship:

Reporting Person is a citizen of the United States.

Item 3. Source and Amount of Funds or Other Consideration  
N/A

Item 4. Purpose of Transaction  
No Changes.

Item 5. Interest in Securities of the Issuer

(a) Amount and percentage beneficially owned:

Reporting Person:

15,797,425. Includes 3,906,286 shares held directly by the Stewart Bainum Declaration of Trust, of which Mr. Bainum is the sole trustee and beneficiary; 7,135,738 shares held directly by Realty Investment Company, Inc. ( Realty ), a real estate management and investment company in which Mr. Bainum and his wife s trusts own voting stock and have shared voting authority; 224,400 shares held by Cambridge Investments, LLC in which Mr. and Mrs. Bainum s trusts are majority members; and 60,000 shares owned by Edelblut Associates, Inc., a private investment company in which Mr. Bainum s trust owns all the stock. Also includes 4,471,002 shares held by the Jane L. Bainum Declaration of Trust, the sole trustee and beneficiary of which is Mr. Bainum s wife.

(b) Number of shares as to which such person has:

(i) Sole Voting Power 8,661,687

(ii) Shared Voting Power 7,135,738

(iii) Sole Dispositive Power 8,661,687

(iv) Shared Dispositive Power 7,135,738

(c) A schedule of transactions effected in the last sixty days is as follows:

Not Applicable.

(d) Ownership of more than five percent on behalf of Another Person:

To the extent that shares of the issuer identified in Item 5(a) are held by trusts, corporations or partnerships, other beneficiaries, shareholders and partners, respectively, have the right to receive dividends from, or the proceeds from the sale of the shares to the extent of their proportionate interests in such entities. To the best of the Reporting Person's knowledge, other than Stewart and Jane Bainum, and their four adult children, Stewart Bainum, Jr., Bruce Bainum, Roberta Bainum and Barbara Bainum, no other person has such interest relating to more than 5% of the outstanding class of securities.

(e) Ownership of Less than Five Percent:

Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

On June 29, 2006, Realty entered into a Revolving Credit Loan Agreement ( Loan Agreement ) with Wachovia Bank, National Association ( Wachovia ) for up to \$50,000,000. In connection therewith, Realty has pledged to continue to deliver as security such number of shares whose value shall equal 50% of the value of the loan amount outstanding at any time. Initially 1,900,000 of Realty's total 7,135,738 shares available have been delivered. The Loan Agreement contains default and similar provisions that are standard for such agreements. Wachovia may not exercise voting or dispositive power over the pledged shares prior to an event of default under the Loan Agreement.

Item 7. Material to be Filed as Exhibits

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- Exhibit 1 Stock Pledge Agreement dated June 29, 2006.  
Exhibit 2 Power of Attorney dated January 1, 1999.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: July 10, 2006

/s/ Stewart Bainum  
Stewart Bainum

/s/ Jane Bainum  
Jane Bainum

BY: /s/ Christine A. Shreve  
Christine A. Shreve, Attorney-in-fact