Marks Clifford E Form 4 August 31, 2010

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)

(City)

Name and Address of Reporting Person Marks Clifford E			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	National CineMedia, Inc. [NCMI] 3. Date of Earliest Transaction	(Check all applicable)		
C/O NATIONAL CINEMEDIA, INC., 9110 E. NICHOLS AVE., SUITE 200			(Month/Day/Year) 08/27/2010	Director 10% OwneX_ Officer (give title Other (special below) Pres. Sales & Chief Mktg Off.		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)		

CENTENNIAL, CO 80112-3405

(State)

(Zip)

Applicable Line)

X Form filed by One Reporting Person

_Person

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

X Form filed by More Reporting

Person

(,)	(~)	Tab	ole I - Non-	Derivative Se	ecurities Acquii	rea, Disposea of,	or Beneficiali	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	or Disposed (Instr. 3, 4 a	` '	Securities C Beneficially F Owned I Following c Reported (6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V		or (D) Price	Transaction(s) (Instr. 3 and 4)	(111801.4)	
Common Stock	08/27/2010		M	37,129 A		158,226	D	
Common Stock	08/27/2010		S <u>(1)</u>	37,129 I	\$ 16.3366 (2)	121,097	D	

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)

Edgar Filing: Marks Clifford E - Form 4

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exer Expiration D (Month/Day	ate	7. Title and 2. Underlying S (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Employee stock option (right to buy)	\$ 9.22	08/27/2010		M		37,129	(3)	01/14/2019	Common Stock	37,129		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Marks Clifford E C/O NATIONAL CINEMEDIA, INC. 9110 E. NICHOLS AVE., SUITE 200 CENTENNIAL, CO 80112-3405			Pres. Sales & Chief Mktg Off.					

Signatures

/s/ Jennifer A. D'Alessandro, as attorney-in-fact

08/31/2010

**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) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 26, 2010.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.01 to \$16.69, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- (3) The option vests in three equal annual installments beginning on January 15, 2010.

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.

Reporting Owners 2