Marks Clifford E Form 4 October 19, 2010

### FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

(Last)

(City)

1. Name and Address of Reporting Person \* Marks Clifford E

(First)

(Street)

(State)

(Middle)

(Zip)

National CineMedia, Inc. [NCMI]

3. Date of Earliest Transaction

(Month/Day/Year) 10/15/2010

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer Symbol

(Check all applicable)

**OMB APPROVAL** 

Other (specify

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

10% Owner

C/O NATIONAL CINEMEDIA, INC., 9110 E. NICHOLS AVE., **SUITE 200** 

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Pres. Sales & Chief Mktg Off.

Applicable Line)

Director

X\_ Officer (give title

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

**CENTENNIAL, CO 80112-3405** 

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1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Ownership	Indirect	
(Instr. 3)		any	Code	Code (Instr. 3, 4 and 5)			Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
					( )		Reported	(Instr. 4)	
					(A)		Transaction(s)		
			C = V		or	ъ.	(Instr. 3 and 4)		
~			Code V	Amount	(D)	Price			
Common	10/15/2010		M	23,849	Α	\$	144,946	D	
Stock	10/13/2010		171	23,077	11	16.35	177,270	Ъ	
_									
Common	10/15/2010		$S^{(1)}$	23,849	D	\$ 18 5	121,097	D	
Stock	10/13/2010		5 <u>~</u>	23,077	D	ψ 10.5	121,077	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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# 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)	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 (right to buy)	\$ 16.35	10/15/2010		M	23,849	<u>(2)</u>	04/04/2021	Common Stock	23,849

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
·	Director	10% Owner	Officer	Other			
Marks Clifford E			D C 1				
C/O NATIONAL CINEMEDIA, INC.			Pres. Sales				
9110 E. NICHOLS AVE., SUITE 200			& Chief Mktg Off.				
CENTENNIAL, CO 80112-3405			wikig Oii.				

## **Signatures**

/s/ Jennifer A. D'Alessandro, as attorney-in-fact 10/19/2010

\*\*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.
- (2) The option vests in five equal annual installments beginning on January 1, 2009.

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.

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