### Edgar Filing: Marks Clifford E - Form 4

Marks Cliff Form 4 May 30, 20											
FORM		OT A TEC	SECU	DITIES		CILA	NCECC	MMICCION		PROVAL	
UNITED STATES SECU				RITIES AND EXCHANGE Co Ashington, D.C. 20549				JNINII55IUN	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). StateMent of Changes in Beneficial OWNE SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange A Section 17(a) of the Public Utility Holding Company Act of 1940 30(h) of the Investment Company Act of 1940						Act of 1934, 935 or Section	Estimated average burden hours per response 0.5 34,				
(Print or Type	Responses)										
Marks Clifford E Sym			Symbol	Issuer Name <b>and</b> Ticker or Trading <sup>abol</sup> tional CineMedia, Inc. [NCMI]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (						(Check all applicable)				
(			(Month/Day/Year) 05/28/2013					Director 10% Owner X Officer (give title Other (specify below) below) President of Sales & Marketing			
				Ionth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)	(State)	(Zip)				_		Person		_	
		-					-	red, Disposed of,		•	
1.Title of Security (Instr. 3)		asaction Date 2A. Deemed h/Day/Year) Execution Date, if any (Month/Day/Year)		Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			(D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	05/28/2013			М	20,966	Α	\$ 9.22	344,343	D		
Common Stock	05/28/2013			S <u>(1)</u>	35,876	D	\$ 17.4313 (2)	308,467	D		
Common Stock	05/29/2013			М	26,163	А	\$ 9.22	334,630	D		
Common Stock	05/29/2013			S <u>(1)</u>	28,480	D	\$ 17.0206	306,150	D		

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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.

# 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. Transactio 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)	\$ 9.22	05/28/2013		М	20,966	<u>(4)</u>	01/14/2019	Common Stock	20,966
Employee stock option (right to buy)	\$ 9.22	05/29/2013		М	26,163	(4)	01/14/2019	Common Stock	26,163

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
Marks Clifford E C/O NATIONAL CINEMEDIA, INC. 9110 E. NICHOLS AVE., SUITE 200 CENTENNIAL, CO 80112-3405			President of Sales & Marketing				
Signatures							
/s/ Jennifer A. D'Alessandro, as attorney-in-fact	05	/30/2013					
<b>**</b> 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 February 27, 2013.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.12

(2) to \$17.68, 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.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.88 to \$17.09, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the

- (3) 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.
- (4) 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.