National CineMedia, Inc. Form 4

August 22, 2013

#### FORM 4

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

**OMB** Number:

3235-0287 January 31, Expires: 2005

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**OMB APPROVAL** 

Estimated average burden hours per response...

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

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)

1. Name and Addr Lanning Stepho	_	ing Person *	2. Issuer Name and Ticker or Trading Symbol National CineMedia, Inc. [NCMI]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(* *** *******************************				
			(Month/Day/Year)	X Director 10% Owner				
C/O NATIONA INC., 9110 E. I SUITE 200			08/22/2013	Officer (give title Other (specify below)				
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
CENTENNIAI	L, CO 8011	2-3405	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				

(City)	(State)	(Zip)	Т	Sable I - No	n-Derivat	ive Secu	rities Acquir	ed, Disp	osed of, o	or Beneficial	ly Owned
1 777-1 6	0.50	D . 04 D	,	_	4 0		. 1 (4)			,	<b>7</b> N

2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired (A)	5. Amount of	6.	7. Nature of
(Month/Day/Year)	Execution Date, if	Transaction Disposed of (D)				Securities	Ownership	Indirect
	any	Code	(Instr. 3,	and 5	5)	Beneficially	Form:	Beneficial
	(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
						Following	or Indirect	(Instr. 4)
				(4)		Reported	(I)	
						Transaction(s)	(Instr. 4)	
		Code V	Amount		Price	(Instr. 3 and 4)		
		Coue ,	rimount	(2)				
08/22/2013		S	18,236	D	18.6081 (1)	500	D	
	(Month/Day/Year)	any (Month/Day/Year)	(Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr. 8)  Code V	(Month/Day/Year) Execution Date, if Transaction Dispose any Code (Instr. 3, 4 (Month/Day/Year) (Instr. 8)  Code V Amount	(Month/Day/Year) Execution Date, if any Code (Instr. 3, 4 and 5 (Month/Day/Year) (Instr. 8)  (A) or Code V Amount (D)	(Month/Day/Year)         Execution Date, if any (Month/Day/Year)         Transaction Disposed of (D) Code (Instr. 3, 4 and 5)           Work (Month/Day/Year)         (Instr. 8)           Code (Instr. 3, 4 and 5)         (A) or Code (D) Price \$           Code (D) Note (Instr. 8)         (A) Or (D) Price \$           \$         \$           08/22/2013         \$           18,236         D           18,6081	(Month/Day/Year)         Execution Date, in any (Month/Day/Year)         Transaction Disposed of (D) (Instr. 3, 4 and 5)         Securities Beneficially Owned Following Reported Transaction(s) (Instr. 8)           Code         V         Amount (D) Price         (Instr. 3 and 4)           08/22/2013         S         18,236         D         18.6081         500	(Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 3, 4 and 5)

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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: National CineMedia, Inc. - Form 4

1.	Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
D	erivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
S	ecurity	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(I	nstr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
		Derivative				Securities	3		(Instr.	3 and 4)		Owne
		Security				Acquired						Follo
		•				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						`
						4, and 5)						
						, ,						
										Amount		
							Date	Expiration		or		
							Exercisable Date	Title Number	Number			
							Lacicisable	Date		of		
					Code V	(A) (D)				Shares		

## **Reporting Owners**

#### Relationships

Reporting Owner Name / Address

Director  $\frac{10\%}{\text{Owner}}$  Officer Other

Lanning Stephen L C/O NATIONAL CINEMEDIA, INC. 9110 E. NICHOLS AVE., SUITE 200 CENTENNIAL, CO 80112-3405



### **Signatures**

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

08/22/2013

\*\*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).

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.59 to \$18.65, 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.

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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