National CineMedia, Inc. Form 4 November 27, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

Marks Clifford E Sy				2. Issuer Name and Ticker or Trading Symbol National CineMedia, Inc. [NCMI]					5. Relationship of Reporting Person(s) to Issuer			
							LINCI	VIIJ	(Check all applicable)			
(Last)	(First) (Middle)	3. Date of			ansaction					_	
C/O NATIO	MAI CINEMEI	NI A	(Month/E	•	(1)				Director 10% Owner X Officer (give title Other (specify			
			11/26/2	11/26/2013					below) below)			
INC., 9110 E. NICHOLS AVE., SUITE 200 President of Sales & Marketing								keting				
	(Street) 4. If Amer				nendment, Date Original				6. Individual or Joint/Group Filing(Check			
Filed(Month/Day/Year)					Applicable Line)							
									X Form filed by (1 0		
CENTENNIAL, CO 80112-3405 — Form filed by More than One Person						noic man one Re	porting					
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of	2. Transaction Date	e 2A. Deei	med	3.		4. Securit	ies Ac	quired	5. Amount of	6.	7. Nature of	
Security (Month/Day/Year) Execution			on Date, if						Securities Ownership Indirect Beneficially Form: Direct Beneficia			
(Instr. 3)		any (Month/I	Day/Year)	Code (Instr. 3, 4 and 5)			5)	Beneficially Owned	Beneficial Ownership			
		(IVIOIIIII/I	Day/ I cai)	(IIISII. e	0)				Following	(D) or Indirect (I)	(Instr. 4)	
							(4)		Reported	(Instr. 4)	,,	
							(A) or		Transaction(s)			
				Code	V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	11/26/2013			M		1	A	\$ 9.22	280,637	D		
Common Stock	11/26/2013			M		30,613	A	\$ 16.97	311,250	D		
Common	11/26/2013			Q (1)		30.614	D	\$ 18 5	280 636	D		

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

 $S_{\underline{(1)}}$

30,614 D

11/26/2013

Stock

Persons who respond to the collection of information contained in this form are not required to respond unless the form SEC 1474 (9-02)

D

\$ 18.5 280,636

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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. Transaction Code (Instr. 8)	5. Number of or Derivative 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	11/26/2013		M	1	(2)	01/14/2019	Common Stock	1
Employee stock option (right to buy)	\$ 16.97	11/26/2013		M	30,613	(3)	01/13/2020	Common Stock	30,613

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Reporting Owners

Reporting Owner Name / Address	Keiauonsnips						
	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

**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 August 15, 2013.
- (2) The option vests in three equal annual installments beginning on January 15, 2010.

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(3) The option vests in three equal annual installments beginning on January 14, 2011.

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