

National CineMedia, Inc.
 Form 4
 January 03, 2014

FORM 4

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

OMB APPROVAL

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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 OWNERSHIP OF SECURITIES

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)

1. Name and Address of Reporting Person *
 Oddo David J

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)
 C/O NATIONAL CINEMEDIA,
 INC., 9100 E. NICHOLS AVE.,
 SUITE 200

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/02/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP & Interim Co-CFO (PFO)

(Street)
 CENTENNIAL, CO 80112-3405

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/02/2014		M		2,449	A	\$ 18.37
					19,949		
Common Stock	01/02/2014		S ⁽¹⁾		2,449	D	\$ 19.75
					17,500		
Common Stock	01/02/2014		M		3,728	A	\$ 16.97
					21,228		
Common Stock	01/02/2014		S ⁽¹⁾		3,728	D	\$ 19.7835
					17,500		
							⁽²⁾
	01/02/2014		M		544	A	\$ 13.14
					18,044		

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Common
Stock

Common Stock 01/02/2014 S⁽¹⁾ 544 D \$ 19.68 17,500 D

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

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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. Transaction Code (Instr. 8)	5. Number of 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)	8. Amount or Number of Shares
Employee stock option (right to buy)	\$ 18.37	01/02/2014		M	2,449	<u>(3)</u> 01/13/2021	Common Stock	2,449
Employee stock option (right to buy)	\$ 16.97	01/02/2014		M	3,728	<u>(4)</u> 01/14/2020	Common Stock	3,728
Employee stock option (right to buy)	\$ 13.14	01/02/2014		M	544	<u>(5)</u> 01/12/2022	Common Stock	544

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Oddo David J
C/O NATIONAL CINEMEDIA, INC.
9100 E. NICHOLS AVE., SUITE 200
CENTENNIAL, CO 80112-3405

SVP & Interim Co-CFO (PFO)

Signatures

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

01/03/2014

**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 September 11, 2013.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.77 to \$19.8001, 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 13, 2012.

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

(5) The option vests in three equal annual installments beginning on January 12, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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