

National CineMedia, Inc.
 Form 3
 January 06, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol
Â Rosabal Alfonso P Jr			(Month/Day/Year)	National CineMedia, Inc. [NCMI]
(Last)	(First)	(Middle)	12/27/2013	4. Relationship of Reporting Person(s) to Issuer
C/O NATIONAL CINEMEDIA, INC.,Â 9110 E. NICHOLS AVE., SUITE 200				5. If Amendment, Date Original Filed(Month/Day/Year)
	(Street)			(Check all applicable)
				___ Director ___ 10% Owner
				<u>X</u> Officer ___ Other (give title below) (specify below)
				EVP, COO & Chief Tech. Officer
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<u>X</u> Form filed by One Reporting Person
				___ Form filed by More than One Reporting Person
	(City)	(State)	(Zip)	
	CENTENNIAL,Â CO	Â	80112-3405	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	74,352 ⁽¹⁾	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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	Date Exercisable	Expiration Date	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee stock option (right to buy)	Â (2)	11/04/2020	Common Stock	75,000	\$ 19.17	D Â
Employee stock option (right to buy)	Â (3)	01/13/2021	Common Stock	26,130	\$ 18.37	D Â
Employee stock option (right to buy)	Â (4)	01/12/2022	Common Stock	7,742	\$ 13.14	D Â
Employee stock option (right to buy)	Â (5)	08/02/2022	Common Stock	5,000	\$ 14.1	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rosabal Alfonso P Jr C/O NATIONAL CINEMEDIA, INC. 9110 E. NICHOLS AVE., SUITE 200 CENTENNIAL, CO 80112-3405	Â	Â	Â EVP, COO & Chief Tech. Officer	Â

Signatures

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

01/06/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

- Includes (a) 8,710 shares of restricted stock that will vest upon achievement of specified performance targets at the end of a three-year measuring period ending on December 26, 2013; (b) 11,614 shares of restricted stock that will vest upon achievement of specified performance targets at the end of a three-year measuring period ending on January 1, 2015; (c) 5,807 shares of restricted stock that will vest upon achievement of specified performance targets at the end of a two-year measuring period ending on December 26, 2013; (d) 7,500 shares of restricted stock that will vest upon achievement of specified performance targets at the end of a three-year measuring period ending on January 1, 2015; (e) 30,541 shares of restricted stock that will vest upon achievement of specified performance targets at the end of a three-year measuring period ending on December 31, 2015; and (f) 10,180 shares of restricted stock that vest in three equal annual installments beginning on January 16, 2014.
- (1) The option vests in three equal annual installments beginning on November 4, 2011.
 - (2) The option vests in three equal annual installments beginning on January 13, 2012.
 - (3) The option vests in three equal annual installments beginning on January 12, 2013.
 - (4) The option vests in three equal annual installments beginning on August 2, 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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