

National CineMedia, Inc.

Form 4

February 26, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Marks Clifford E

(Last) (First) (Middle)

C/O NATIONAL CINEMEDIA,
INC., 9110 E. NICHOLS AVE.,
SUITE 200

(Street)

CENTENNIAL, CO 80112-3405

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

National CineMedia, Inc. [NCMI]

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

02/24/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
__X__ Officer (give title _____ Other (specify
below) below)

President of Sales & Marketing

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

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)
Common Stock	02/24/2014		D	(A) or (D) 59,064 (1)	\$ 0	312,708	D
Common Stock	02/24/2014		D	(A) or (D) 16,892 (2)	\$ 0	295,816	D
Common Stock	02/24/2014		F	(A) or (D) 8,313 (3)	\$ 15.6	287,503	D
Common Stock	02/25/2014		S(4)	(A) or (D) 14,171 (5)	\$ 15.7453	273,332	D

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

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SEC 1474
(9-02)

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	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

02/26/2014

__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).

In a Form 4 filed on January 18, 2011, the reporting person reported the grant of 59,064 shares of restricted stock, which would vest based upon achievement of the actual cumulative Free Cash Flow target at the end of a three-year measuring period. On February 24, 2014, the issuer determined that the performance conditions had not been satisfied and, as a result, the shares were forfeited.

In a Form 4 filed on January 17, 2012, the reporting person reported the grant of 98,440 shares of restricted stock, 39,376 of which would vest based upon achievement of specified performance targets at the end of a two-year measuring period. On February 24, 2014, the issuer determined that the performance conditions had been satisfied at 57.1% and, as a result, 16,892 shares were forfeited and 22,484 shares vested pursuant to the terms of the grant.

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- (3) Represents withholding of shares to satisfy tax obligations upon the vesting of restricted stock.
- (4) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 5, 2013.
The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.64 to \$15.88, 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.
- (5)

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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