National CineMedia, Inc. Form 4

January 22, 2016

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

(Print or Type Responses)

(Last)

(City)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person * Goodman Lawrence A

(First) (Middle)

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

SUITE 200

(Street)

(State)

(Zip)

2. Transaction Date 2A. Deemed

CENTENNIAL, CO 80112-3405

2. Issuer Name and Ticker or Trading

Symbol

National CineMedia, Inc. [NCMI]

3. Date of Earliest Transaction

(Month/Day/Year) 01/20/2016

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

> Code (Instr. 3, 4 and 5) (Instr. 8)

Disposed of (D)

Following Reported (A)

Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

Owned

Issuer

below)

X_ Director

Applicable Line)

5. Amount of

Securities

Beneficially

Officer (give title

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not 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)

1. Title of Derivative Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

5. Number

6. Date Exercisable and

7. Title and Amount of 8. Pr Underlying Securities

OMB APPROVAL

3235-0287

January 31,

2005

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

(Check all applicable)

10% Owner

Other (specify

7. Nature of

Ownership (Instr. 4)

(9-02)

Indirect

(D) or Indirect Beneficial

Estimated average

burden hours per

1

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| Security (Instr. 3) | or Exercise Price of Derivative Security | | any (Month/Day/Year) | Code (Instr. 8) | | | (Month/Day/Year) | | (Instr. 3 and 4) | | Secu (Inst |
|------------------------------|---|------------|-------------------------|-----------------|--------|-----|------------------|--------------------|------------------|--|---------------|
| | | | | Code V | (A) (I | ` / | | Expiration Date | | Amount or Number of Shares | |
| Restricted Stock Units | <u>(1)</u> | 01/20/2016 | | A | 7,328 | | (2) | (2) | Common Stock | 7,328 | \$ |

Reporting Owners

Relationships

Reporting Owner Name / Address

Director Owner Officer Other

Goodman Lawrence A C/O NATIONAL CINEMEDIA, INC. 9110 E. NICHOLS AVE., SUITE 200 CENTENNIAL, CO 80112-3405

X

Signatures

/s/ Teri Scott, as attorney-in-fact

01/22/2016

**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) Each Restricted Stock Unit represents the right to receive one share of the Issuer's common stock.
 - The Restricted Stock Units are scheduled to vest on February 20, 2017, provided the reporting person continues to be a director of the Issuer on that date, except that if he dies prior to the vesting date the Restricted Stock Units will vest in full on the date of death. The
- (2) Restricted Stock Units will convert to shares of the Issuer's common stock and the shares will be delivered to the reporting person as soon as practicable following the vesting date, unless the reporting person has elected to defer receipt of the shares for a period not to exceed five years.

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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