

National CineMedia, Inc.

Form 4

March 22, 2010

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

OMB APPROVAL

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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 *
AMERICAN MULTI CINEMA INC2. 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)

920 MAIN STREET,

(Street)

KANSAS CITY, MO 64105

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

03/17/2010

☐ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)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	(D)	Price

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

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information contained in this form are not
required to respond unless the form
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number.**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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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	Derivative Security		Disposed of (D)		Date Exercisable	Expiration Date	Title	Amount Number Shares
			(A)	(D)				
Common Units of National CineMedia, LLC	\$ 0 <u>(1)</u>	03/17/2010	A	127,290 <u>(2)</u>	<u>(1)</u>	<u>(1)</u>	Common Stock of National CineMedia, Inc.	127,290

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AMERICAN MULTI CINEMA INC 920 MAIN STREET KANSAS CITY, MO 64105	X	X		
AMC ENTERTAINMENT INC 920 MAIN STREET N/A KANSAS CITY, MO 64105	X	X		
Marquee Holdings Inc. 920 MAIN STREET KANSAS CITY, MO 64105	X	X		
AMC ENTERTAINMENT HOLDINGS, INC. 920 MAIN STREET KANSAS CITY, MO 64105	X	X		

Signatures

/s/ Kevin M. Connor, SVP, GC & Secretary, American Multi-Cinema, Inc.

03/22/2010

**Signature of Reporting Person

Date _____

/s/ Kevin M. Connor, SVP, GC & Secretary, AMC Entertainment Inc.

03/22/2010

**Signature of Reporting Person

Date _____

/s/ Kevin M. Connor, SVP, GC & Secretary, Marquee Holdings Inc.

03/22/2010

 **Signature of Reporting Person

Date _____

/s/ Kevin M. Connor, SVP, GC & Secretary, AMC Entertainment Holdings, Inc.

03/22/2010

**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) Common Units of National CineMedia, LLC ("Common Units") may be converted at any time into shares of Common Stock of National CineMedia, Inc. on a one-for-one basis and have no expiration date.

Common Units were issued pursuant to the Common Unit Adjustment Agreement, dated as of February 13, 2007, by and among
(2) National CineMedia, LLC, National CineMedia, Inc., American Multi-Cinema, Inc. and other parties thereto, and the terms and conditions set forth therein.
- (3) The reported securities are owned directly by American Multi-Cinema, Inc. and indirectly by AMC Entertainment Inc., Marquee Holdings Inc. and AMC Entertainment Holdings, Inc.

Remarks:

This report is filed jointly by American Multi-Cinema, Inc., AMC Entertainment Inc., Marquee Holdings Inc. and AMC Entertainment Inc.

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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