

National CineMedia, Inc.  
Form 4  
March 21, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Cinemark Holdings, Inc.

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)  
3900 DALLAS PARKWAY, SUITE 500  
  
PLANO, TX 75093  
  
(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
03/17/2011  
  
4. If Amendment, Date Original Filed(Month/Day/Year)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
  
6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | 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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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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3)                              | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title                                    | Amount Number Shares |
|---|------------------------------|------------------|------------|--|------|---|-----|-----|------------------|-----------------|--|----------------------|
| Common Units of National CineMedia, LLC | \$ 0 <sup>(1)</sup>          | 03/17/2011       | A          | 549,417 <sub>(2)</sub>                               |      |   |     |     | <u>(1)</u>       | <u>(1)</u>      | Common Stock of National CineMedia, Inc. | 549,4 <sub>(2)</sub> |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Cinemark Holdings, Inc.<br>3900 DALLAS PARKWAY<br>SUITE 500<br>PLANO, TX 75093 | X             | X         |         |       |
| CINEMARK USA INC /TX<br>3900 DALLAS PARKWAY<br>SUITE 500<br>PLANO, TX 75093    | X             | X         |         |       |
| Cinemark Media, Inc.<br>3900 DALLAS PARKWAY<br>SUITE 500<br>PLANO, TX 75093    | X             | X         |         |       |

## Signatures

/s/ Michael Cavalier, Sr. Vice President-General Counsel, Cinemark Holdings, Inc. 03/21/2011

\_\_Signature of Reporting Person

Date

/s/ Michael Cavalier, Sr. Vice President-General Counsel, Cinemark USA, Inc. 03/21/2011

\_\_Signature of Reporting Person

Date

/s/ Michael Cavalier, Sr. Vice President-General Counsel, Cinemark Media, Inc. 03/21/2011

\_\_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 may be converted at any time into common stock of National CineMedia, Inc. on a one-for-one basis and have no expiration date.

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- (2) Common Units were transferred effective March 17, 2010, pursuant to the Common Unit Adjustment Agreement, dated February 13, 2007 between National CineMedia, LLC and Cinemark Media, Inc.

The reported securities are owned directly by Cinemark Media, Inc. and indirectly by Cinemark USA, Inc. and Cinemark Holdings, Inc.

- (3) Cinemark Media, Inc. is a wholly-owned subsidiary of Cinemark USA, Inc. and Cinemark USA, Inc. is a wholly-owned subsidiary of Cinemark Holdings, Inc. which is the ultimate parent company of each joint filer of this report.

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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