

National CineMedia, Inc.  
 Form 4  
 August 05, 2013

**FORM 4**

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

OMB APPROVAL

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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 \*  
**HALL KURT C**

(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)  
**08/01/2013**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President, CEO and Chairman**

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/01/2013		M	V	14,954 A \$ 9.22	711,571	D
Common Stock	08/01/2013		S <sup>(1)</sup>	D	12,561 D \$ 18.3154	699,010	D
Common Stock	08/02/2013		M	V	26,374 A \$ 9.22	725,384	D
Common Stock	08/02/2013		S <sup>(1)</sup>	D	22,154 D \$ 18.8019	703,230	D

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Common Stock	08/05/2013		M	22,613	A	\$ 9.22	725,843	D
Common Stock	08/05/2013		<u>S</u> <sup>(1)</sup>	18,996	D	\$ 18.9894 <u>(4)</u>	706,847	D

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

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	\$ 9.22	08/01/2013		M	14,954	<u>(5)</u>	01/14/2019	Common Stock	14,954
Employee stock option (right to buy)	\$ 9.22	08/02/2013		M	26,374	<u>(5)</u>	01/14/2019	Common Stock	26,374
Employee stock option (right to buy)	\$ 9.22	08/05/2013		M	22,613	<u>(5)</u>	01/14/2019	Common Stock	22,613

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director      10% Owner      Officer      Other

X

HALL KURT C  
C/O NATIONAL CINEMEDIA, INC.  
9110 E. NICHOLS AVE., SUITE 200  
CENTENNIAL, CO 80112-3405

President,  
CEO and  
Chairman

## Signatures

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

08/05/2013

\_\_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) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.27 to \$18.39, 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.

(2)

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.27 to \$18.99, 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.

(3)

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.915 to \$19.10, 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.

(4)

(5) The option vests in three equal annual installments beginning on January 15, 2010.

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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