

National CineMedia, Inc.
Form 4
August 19, 2010

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 *
AMC ENTERTAINMENT 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)
920 MAIN STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/18/2010

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

KANSAS CITY, MO 64105

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	(A) or (D)	Price
Common Stock	08/18/2010		J ⁽¹⁾⁽²⁾		6,500,000	A	\$ 0 <u>(1)</u>
Common Stock	08/18/2010		S		6,500,000	D	\$ 16 0

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)

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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 Number of Shares
Common Units of National CineMedia, LLC	\$ 0 ⁽¹⁾	08/18/2010		J ⁽²⁾	6,500,000 ⁽²⁾	⁽¹⁾	⁽¹⁾	Common Stock of National CineMedia, Inc.	6,500,000

Reporting Owners

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

Signatures

See signatures attached as Exhibit 99.1

08/19/2010

 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, Inc. ("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.
- (2) The Common Units were redeemed by AMC ShowPlace Theatres, Inc., a direct, wholly owned subsidiary of American Multi-Cinema, Inc., and converted into a like number of shares of Common Stock of National CineMedia, Inc.

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- Of the reported securities, 10,209 Common Units are owned directly by AMC ShowPlace Theatres, Inc. and indirectly by American
- (3) Multi-Cinema, Inc. and 18,948,404 Common Units are owned directly by American Multi-Cinema, Inc. All of the reported Common Units are owned indirectly by AMC Entertainment Inc., Marquee Holdings Inc. and AMC Entertainment Holdings, Inc.

Remarks:

Exhibit List Exhibit 99.1 - Joint Filer Information

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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