

National CineMedia, Inc.
 Form 4
 August 26, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 *
 Hardy Ralph E

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)
 C/O NATIONAL CINEMEDIA,
 INC., 9110 E. NICHOLS AVE.,
 SUITE 200

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/22/2013

____ Director
 Officer (give title below) _____ Other (specify below)
 EVP, Gen. Counsel & Secretary

(Street)
 CENTENNIAL, CO 80112-3405

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	08/22/2013		M			38,245	A	\$ 18.37	147,438	D	
Common Stock	08/22/2013		S			38,245	D	\$ 18.5955 (1)	109,193	D	
Common Stock	08/23/2013		M			52,769	A	\$ 16.35	161,962	D	
Common Stock	08/23/2013		S			52,769	D	\$ 18.4674 (2)	109,193	D	

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Common Stock	08/23/2013		M	45,704	A	\$ 16.97	154,987	D
Common Stock	08/23/2013		S	45,704	D	\$ <u>18.4695</u> ⁽²⁾	109,193	D
Common Stock	08/26/2013		M	25,000	A	\$ 9.22	134,193	D
Common Stock	08/26/2013		M	6,374	A	\$ 13.14	140,567	D
Common Stock	08/26/2013		S	31,374	D	\$ <u>18.4548</u> ⁽³⁾	109,193	D

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 (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)	\$ 18.37	08/22/2013		M	38,245	<u>(4)</u>	01/12/2021	Common Stock	38,245
Employee stock option (right to buy)	\$ 16.35	08/23/2013		M	52,769	<u>(5)</u>	04/04/2021	Common Stock	52,769
Employee stock option (right to buy)	\$ 16.97	08/23/2013		M	45,704	<u>(6)</u>	01/13/2020	Common Stock	45,704

buy)									
Employee stock option (right to buy)	\$ 9.22	08/26/2013	M	25,000	<u>(7)</u>	01/14/2019	Common Stock	25,000	
Employee stock option (right to buy)	\$ 13.14	08/26/2013	M	6,374	<u>(8)</u>	01/12/2022	Common Stock	6,374	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hardy Ralph E C/O NATIONAL CINEMEDIA, INC. 9110 E. NICHOLS AVE., SUITE 200 CENTENNIAL, CO 80112-3405			EVP, Gen. Counsel & Secretary	

Signatures

/s/ Jennifer A. D'Alessandro, as attorney-in-fact 08/26/2013

__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) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.00 to \$18.75, 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 \$18.45 to \$18.50, 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 \$18.45 to \$18.47, 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) The option vests in three equal annual installments beginning on January 13, 2012.
 - (5) The option vests in five equal annual installments beginning on January 1, 2008.
 - (6) The option vests in three equal annual installments beginning on January 14, 2011.
 - (7) The option vests in three equal annual installments beginning on January 15, 2010.
 - (8) The option vests in three equal annual installments beginning on January 12, 2013.

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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