

National CineMedia, Inc.

Form 4

August 26, 2013

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hardy Ralph E

(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)

08/22/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
EVP, Gen. Counsel & Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
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	109,193	D
					(1)		
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	109,193	D
					(2)		

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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	\$ 16.97	08/23/2013		M	45,704	<u>(6)</u> 01/13/2020	Common Stock 45,704

buy)

Employee

stock

option

\$ 9.22

08/26/2013

M

25,000

(7)

01/14/2019

Common
Stock

25,000

(right to

buy)

Employee

stock

option

\$ 13.14

08/26/2013

M

6,374

(8)

01/12/2022

Common
Stock

6,374

(right to

buy)

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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