

Cabot Jeffrey T  
Form 3  
March 08, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol
Â Cabot Jeffrey T			(Month/Day/Year)	National CineMedia, Inc. [NCMI]
(Last)	(First)	(Middle)	03/01/2013	4. Relationship of Reporting Person(s) to Issuer
C/O NATIONAL CINEMEDIA, INC.,Â 9100 E. NICHOLS AVE., SUITE 200				5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)				
CENTENNIAL,Â COÂ 80112-3405				
(City)	(State)	(Zip)		

(Check all applicable)

\_\_\_ Director    \_\_\_ 10% Owner  
 Officer    \_\_\_ Other  
 (give title below) (specify below)  
 SVP & Interim Co-CFO (PAO)

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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	15,411 <sup>(1)</sup>	D	Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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	Date Exercisable	Expiration Date	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)		
Employee stock option (right to buy)	Â (2)	01/12/2022	Common Stock	7,500	\$ 13.14	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cabot Jeffrey T C/O NATIONAL CINEMEDIA, INC. 9100 E. NICHOLS AVE., SUITE 200 CENTENNIAL,Â COÂ 80112-3405	Â	Â	Â SVP & Interim Co-CFO (PAO)	Â

## Signatures

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

03/08/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes (a) 7,500 shares of restricted stock that will vest upon achievement of specified performance targets at the end of a three-year measuring period ending on January 1, 2014; (b) 5,933 shares of restricted stock that will vest upon achievement of specified performance targets at the end of a three-year measuring period ending on December 31, 2015; and (f) 1,978 shares of restricted stock that vest in three equal annual installments beginning on January 15, 2014.

(2) 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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