

National CineMedia, Inc.  
 Form 4  
 March 23, 2009

**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 \*  
**AMERICAN MULTI CINEMA 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)  
 03/17/2009

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 Ownership Indirect Beneficial Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount  | (D) | Price |

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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| Derivative<br>Security                              |   |      | Disposed of (D)<br>(Instr. 3, 4, and<br>5) |            |            |                | Date<br>Exercisable | Expiration<br>Date | Title  |
|---|---|------|--|------------|------------|----------------|---------------------|--------------------|--|
| Code  | V | (A)  | (D)  | Date       | Expiration | Date           | Date                | Date               | Title  |
| COMMON<br>UNITS OF<br>NATIONAL<br>CINEMEDIA,<br>LLC |   | \$ 0 | (1)  | 03/17/2009 | A          | 406,371<br>(2) | (1)                 | (1)                | COMMON<br>STOCK OF<br>NATIONAL<br>CINEMEDIA<br>INC |

## Reporting Owners

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

## Signatures

|   |            |
|---|------------|
| Kevin M. Connor, SVP, GC & Secretary (American Multi-Cinema, Inc.)      | 03/23/2009 |
| __Signature of Reporting Person   | Date       |
| Kevin M. Connor, SVP, GC & Secretary (AMC Entertainment Inc.)           | 03/23/2009 |
| __Signature of Reporting Person   | Date       |
| Kevin M. Connor, SVP, GC & Secretary (Marquee Holdings Inc.)            | 03/23/2009 |
| __Signature of Reporting Person   | Date       |
| Kevin M. Connor, SVP, GC & Secretary (AMC Entertainment Holdings, Inc.) | 03/23/2009 |
| __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, LLC ("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.

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- (2) Common Units were issued pursuant to the Common Unit Adjustment Agreement, dated as of February 13, 2007, by and among National CineMedia, LLC, National CineMedia, Inc. American Multi-Cinema, Inc., and other parties thereto, and the terms and conditions set forth therein.
- (3) The reported securities are owned directly by American Multi-Cinema, Inc. and indirectly by AMC Entertainment Inc., Marquee Holdings Inc. and AMC Entertainment Holdings, Inc.

### **Remarks:**

This report is filed jointly by American Multi-Cinema, Inc., AMC Entertainment Inc., Marquee Holdings Inc. and AMC Entertainment Inc.

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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