

National CineMedia, Inc.
 Form 4
 March 23, 2011

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.

(Last) (First) (Middle)
 920 MAIN STREET
 (Street)

KANSAS CITY, MO 64105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 National CineMedia, Inc. [NCMI]

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/17/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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) | Price | | |
| | | | | Code | V | Amount | (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 | 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 Security | Disposed of (D) (Instr. 3, 4, and 5) | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount of Shares |
|---|---|-----|------------|---|-----|-----------|------------------|-----------------|--|------------------|
| | | | | | | | | | | |
| Common Units of National CineMedia, LLC | \$ 0 | (1) | 03/17/2011 | J | (2) | 1,479,638 | (1) | (1) | Common Stock of National CineMedia, Inc. | 1,479,638 |

Reporting Owners

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

Signatures

See signatures attached as Exhibit 99.1 03/23/2011

__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.
- (2) American Multi-Cinema has elected to surrender back to NCM LLC for cancellation, 1,479,638 Common Units pursuant to the Common Unit Adjustment Agreement, dated February 13, 2007, between American Multi-Cinema and National CineMedia, LLC.
- (3) Of the reported securities, all 17,323,782 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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