

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

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                                       |
|                                 |                                      |                                                    |                                | Code                                                              | V                                                                                             | Amount                                                   |                                                       |
| 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<br>(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<br>(2)                           |

Edgar Filing: National CineMedia, Inc. - Form 4

|              |            |  |   |        |   |                                     |         |   |
|--------------|------------|--|---|--------|---|-------------------------------------|---------|---|
| Common Stock | 08/23/2013 |  | M | 45,704 | A | \$ 16.97                            | 154,987 | D |
| Common Stock | 08/23/2013 |  | S | 45,704 | D | \$<br><u>18.4695</u> <sup>(2)</sup> | 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 | \$<br><u>18.4548</u> <sup>(3)</sup> | 109,193 | D |

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

**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.**

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

## Reporting Owners

| Reporting Owner Name / Address                                                                                | Relationships |           |                               |       |
|---------------------------------------------------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                                                                               | Director      | 10% Owner | Officer                       | Other |
| Hardy Ralph E<br>C/O NATIONAL CINEMEDIA, INC.<br>9110 E. NICHOLS AVE., SUITE 200<br>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.

## Edgar Filing: National CineMedia, Inc. - Form 4

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