

Ferrera Gary W
 Form 4
 November 22, 2010

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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 *
 Ferrera Gary W

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)
 C/O NATIONAL CINEMEDIA,
 INC., 9110 E. NICHOLS AVE.,
 SUITE 200

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/18/2010

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 EXECUTIVE VP AND CFO

(Street)
 CENTENNIAL, CO 80122-3405

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 (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/18/2010		M	53,306	A \$ 18.01	131,350	D
Common Stock	11/18/2010		S	53,306	D \$ 19.16 (1)	78,044	D
Common Stock	11/18/2010		M	15,655	A \$ 9.22	93,699	D
Common Stock	11/18/2010		S	15,655	D \$ 19.23 (2)	78,044	D

Edgar Filing: Ferrera Gary W - Form 4

Common Stock	11/19/2010	M	17,561	A	\$ 9.22	95,605	D
Common Stock	11/19/2010	S	17,561	D	\$ <u>(3)</u>	78,044	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)	\$ 18.01	11/18/2010		M	53,306	<u>(4)</u>	05/01/2021	Common Stock	53,306
Employee stock option (right to buy)	\$ 9.22	11/18/2010		M	15,655	<u>(5)</u>	01/15/2019	Common Stock	15,655
Employee stock option (right to buy)	\$ 9.22	11/19/2010		M	17,561	<u>(5)</u>	01/15/2019	Common Stock	17,561

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Ferrera Gary W
C/O NATIONAL CINEMEDIA, INC.
9110 E. NICHOLS AVE., SUITE 200
CENTENNIAL, CO 80122-3405

EXECUTIVE
VP AND CFO

Signatures

/s/ Nancy Walton, as
attorney-in-fact

11/22/2010

__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) Represents the weighted average sale price, rounded to the nearest cent. These shares were sold in multiple transactions ranging from \$19.115 to \$19.195, 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.
 - (2) Represents the weighted average sale price, rounded to the nearest cent. These shares were sold in multiple transactions ranging from \$19.20 to \$19.253, 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.
 - (3) Represents the weighted average sale price, rounded to the nearest cent. These shares were sold in multiple transactions ranging from \$19.00 to \$19.20, 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.
 - (4) The options vest in five equal annual installments beginning on January 1, 2008.
 - (5) The options vest in three equal annual installments beginning on January 15, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.