

Weihe Earl B
Form 4
February 27, 2013

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 *
Weihe Earl B

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)
02/25/2013

____ Director
 Officer (give title below) _____ Other (specify below)
EVP & Chief Operations Officer

(Street)
CENTENNIAL, CO 80112-3405

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	02/25/2013 ⁽¹⁾		D	1,539 <u>(1)</u>	\$ 0	D	
Common Stock	02/25/2013		F	1,734	\$ 14.99	D	
Common Stock	02/25/2013 ⁽²⁾		D	4,420 <u>(2)</u>	\$ 0	D	
Common Stock	02/25/2013		F	4,966	\$ 14.99	D	

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Weihe Earl B C/O NATIONAL CINEMEDIA, INC. 9110 E. NICHOLS AVE., SUITE 200 CENTENNIAL, CO 80112-3405			EVP & Chief Operations Officer	

Signatures

/s/ Jennifer A. D'Alessandro, as attorney-in-fact 02/27/2013

**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) On January 14, 2010, the compensation committee of National CineMedia, Inc. (the "Issuer") approved the grant of 6,961 shares of restricted stock to the reporting person which would vest based upon achievement of the actual cumulative Free Cash Flow target at the end of a three-year measuring period ending on December 27, 2012. On February 25, 2013, the Issuer determined that the performance conditions had been satisfied at 77.9% of target. 5,422 of the previously reported shares became vested in full, and the remaining unvested shares were returned to the Issuer.
- (2) On November 4, 2010, the compensation committee of National CineMedia, Inc. (the "Issuer") approved the grant of 20,000 shares of restricted stock to the reporting person which would vest based upon achievement of the actual cumulative Free Cash Flow target at the end of a three-year measuring period ending on December 27, 2012. On February 25, 2013, the Issuer determined that the performance conditions had been satisfied at 77.9% of target. 15,580 of the previously reported shares became vested in full, and the remaining unvested shares were returned to the Issuer.

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