

National CineMedia, Inc.
 Form 4
 February 26, 2014

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

OMB APPROVAL

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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 *
 Marks Clifford 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)
 02/24/2014

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)
 President of Sales & Marketing

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/24/2014		D		59,064 (1)	D	
Common Stock	02/24/2014		D		16,892 (2)	D	
Common Stock	02/24/2014		F		8,313 (3)	D	
Common Stock	02/25/2014		S ⁽⁴⁾		14,171	D	
					\$ 15.7453 (5)		
					273,332		

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- (3) Represents withholding of shares to satisfy tax obligations upon the vesting of restricted stock.
- (4) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 5, 2013.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.64 to \$15.88, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the

- (5) 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.

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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