## Edgar Filing: HOLLAND JAMES R JR - Form 4

HOLLAND JAN Form 4	MES R JR										
January 18, 201	1										
FORM 4			CECU	DIFIER		GUANGE			PPROVAL		
<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549							N OMB Number:	3235-0287			
Check this bo if no longer			_				Expires:	January 31, 2005			
subject to Section 16. Form 4 or		CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					average urs per . 0.5				
Form 5 obligations may continue. See Instruction 1(b). 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 Resp	onses)										
HOLLAND JAMES R JR Syn			2. Issuer Name <b>and</b> Ticker or Trading Symbol National CineMedia, Inc. [NCMI]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (I	Middle)	3. Date	of Earliest T	Transaction		(Check all applicable)				
(Mo				(Month/Day/Year) 01/13/2011			X_ Director 10% Owner Officer (give title Other (specify below) below)				
50112 200	(Street)		1 If Am	endment D	ate Origina	1	6. Individual or	Ioint/Group Fili	ng(Check		
Filed(Mo				ed(Month/Day/Year) Applicable _X_Form			Applicable Line) _X_ Form filed by				
CENTENNIAL	2, CO 80112-3	5405					Person				
(City)	(State)	(Zip)	Tał	ole I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)		Code Disposed of (D)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)					
				Code V	Amount	or (D) Price	(Instr. 3 and 4)				
Reminder: Report of	on a separate line	for each cl	ass of sec	urities bene	ficially ow	ned directly o	or indirectly				
remineer report o	n i sepurae na				Perso inform requir	ons who res nation cont red to respo ays a curren	spond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4. 5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction of Derivative	Expiration Date	Underlying Securities	Deriv

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Security (Instr. 3)	•		any (Month/Day/Year)	Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		of	(Month/Day/Year)		(Instr. 3 and 4)		Secu (Inst
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	01/13/2011		А	5,446		(2)	(2)	Common Stock	5,446	\$

## **Reporting Owners**

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
HOLLAND JAMES R JR C/O NATIONAL CINEMEDIA, INC. 9110 E. NICHOLS AVE., SUITE 200 CENTENNIAL, CO 80112-3405	X						
Signatures							
/s/ Jennifer A. D'Alessandro, as attorney-in-fact	01/18/2011						
**Signature of Reporting Person		Da	te				

## **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) Each Restricted Stock Unit represents the right to receive one share of the Issuer's common stock.

The Restricted Stock Units are scheduled to vest on February 14, 2012, provided the reporting person continues to be a director of the Issuer on that date, except that if he dies prior to the vesting date the Restricted Stock Units will vest in full on the date of death. The

(2) Restricted Stock Units will convert to shares of the Issuer's common stock and the shares will be delivered to the reporting person as soon as practicable following the vesting date, unless the reporting person has elected to defer receipt of the shares for a period not to exceed five years.

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.