

National CineMedia, Inc.
 Form 4
 February 14, 2007

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 *
AMERICAN MULTI CINEMA INC

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)
 920 MAIN STREET,
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/13/2007

Director 10% Owner
 Officer (give title below) Other (specify below)

KANSAS CITY, MO 64105

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) | Code | V | Amount | (D) | Price |

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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| | Derivative Security | Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
|---|---------------------|---|---------|------------------|-----------------|----------------|--|
| | | Code | (A) (D) | | | | |
| Common Units of National CineMedia, LLC | \$ 0 ⁽¹⁾ | 02/13/2007 | D | 1,348,086 | ⁽¹⁾ | ⁽¹⁾ | Common Stock of National CineMedia, Inc. 1,348,086 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| AMERICAN MULTI CINEMA INC 920 MAIN STREET KANSAS CITY, MO 64105 | X | X | | |
| AMC ENTERTAINMENT INC 920 MAIN STREET N/A KANSAS CITY, MO 64105 | X | X | | |
| Marquee Holdings Inc. 1221 AVENUE OF THE AMERICAS 39TH FLOOR NEW YORK, NY 10020 | X | X | | |

Signatures

By: Kevin M. Connor, SVP, GC & Secretary (American Multi-Cinema, Inc.) 02/14/2007
 __Signature of Reporting Person Date

By: Kevin M. Connor, SVP, GC & Secretary (AMC Entertainment Inc.) 02/14/2007
 __Signature of Reporting Person Date

By: Kevin M. Connor, SVP, GC & Secretary (Marquee Holdings Inc.) 02/14/2007
 __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) Common Units of National CineMedia, LLC may be converted at any time into shares of Common Stock of National CineMedia, Inc. on a one-for-one basis, and have no expiration date.
- (2) The purchase price of the Common Units of National CineMedia, LLC was equal to the purchase price, after expenses, that National CineMedia, Inc. received for shares of its Common Stock in its initial public offering.
- (3) The reported securities are owned directly by American Multi-Cinema, Inc. and indirectly by AMC Entertainment Inc., and Marquee Holdings Inc.

Remarks:

This report is filed jointly by American Multi-Cinema, Inc., AMC Entertainment Inc. and Marquee Holdings Inc. Each of suc

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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