

CINEMARK INC
Form 4
February 15, 2007

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 *
Cinemark Media, 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)
3900 DALLAS PARKWAY, SUITE 500

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

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

(Street)
PLANO, TX 75093

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 Beneficial 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.

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common Units of National CineMedia, LLC	\$ 0 <u>(1)</u>	02/13/2007		D			1,014,088		<u>(1)</u>	<u>(1)</u>	Common Stock of National CineMedia, Inc.	1,014,088

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cinemark Media, Inc. 3900 DALLAS PARKWAY SUITE 500 PLANO, TX 75093	X	X		
CINEMARK USA INC /TX 3900 DALLAS PARKWAY SUITE 500 PLANO, TX 75093	X	X		
CNMK Holding, Inc. 3900 DALLAS PARKWAY SUITE 500 PLANO, TX 75093	X	X		
CINEMARK INC 3900 DALLAS PARKWAY SUITE 500 PLANO, TX 75093	X	X		
Cinemark Holdings, Inc. 3900 DALLAS PARKWAY SUITE 500 PLANO, TX 75093	X	X		

Signatures

/s/ Michael Cavalier, Sr. Vice President-General Counsel, Cinemark Media, Inc.	02/15/2007
<u> </u>	Date
**Signature of Reporting Person	
/s/ Michael Cavalier, Sr. Vice President-General Counsel, Cinemark USA, Inc.	02/15/2007
<u> </u>	Date
**Signature of Reporting Person	
/s/ Vatoni Ragsdale, President & Treasurer, CNMK Holding, Inc.	02/15/2007

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<u>Signature of Reporting Person</u>	Date
/s/ Michael Cavalier, Sr. Vice President-General Counsel, Cinemark, Inc.	02/15/2007
<u>Signature of Reporting Person</u>	Date
/s/ Michael Cavalier, Sr. Vice President-General Counsel, Cinemark Holdings, Inc.	02/15/2007
<u>Signature of Reporting Person</u>	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 maybe 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.

The reported securities are owned directly by Cinemark Media, Inc. and indirectly by Cinemark USA, Inc., CNMK Holding, Inc., Cinemark, Inc. and Cinemark Holdings, Inc. Cinemark Media, Inc. is a wholly owned subsidiary of Cinemark USA, Inc. Cinemark USA, Inc. is a wholly owned subsidiary of CNMK Holding, Inc. CNMK Holding, Inc. is a wholly owned subsidiary of Cinemark, Inc. Cinemark Holdings, Inc. is the ultimate parent company of each joint filer of this report.
 - (3)

Remarks:

This report is filed jointly by Cinemark Media, Inc., Cinemark USA, Inc., CNMK Holding, Inc., Cinemark, Inc. and Cinemark Holdings, Inc. (each a "Reporting Person"). Each Reporting Person is deemed a director by virtue of Cinemark Media, Inc.'s right to designate a representative to serve on National CineMedia, Inc.'s board of directors. Lee Roy Mitchell currently serves as Cinemark Media, Inc.'s representative on National CineMedia, Inc.'s board of directors.

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.