Edgar Filing: National CineMedia, Inc. - Form 4

National CineMed Form 4	dia, Inc.										
January 23, 2015											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							PPROVAL				
	Washington, D.C. 20549								3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5	STATEMENT OF CHANGES IN BENEFICIAL OWNERS SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act							Estimated a burden hou response	0		
obligations may continue. <i>See</i> Instruction 1(b).	Section 17(a) of the Public Utility Holding Company Act of 1935 or Section										
(Print or Type Respon	nses)										
1. Name and Address of Reporting Person [*] Goodman Lawrence A (Last) (First) (Middle) C/O NATIONAL CINEMEDIA, INC., 9110 E. NICHOLS AVE., SUITE 200			2. Issuer Name and Ticker or Trading Symbol National CineMedia, Inc. [NCMI]			5. Relationship of Reporting Person(s) to Issuer					
			3. Date of Earliest Transaction				(Check all applicable)				
			(Month/Day/Year) 01/21/2015			X_ Director 10% Owner Officer (give title below) Other (specify below)					
CENTENNIAL,	Street) CO 80112-:	3405		endment, D onth/Day/Yea	-	1	Applicable Line) _X_ Form filed by	Joint/Group Filin y One Reporting Pe y More than One Re	erson		
(City) ((State)	(Zip)	Tab	ole I - Non-I	Derivative	Securities A	Acquired, Disposed	of, or Beneficial	ly Owned		
	nnsaction Date th/Day/Year)	Execution any	ed Date, if	3. Transactio Code (Instr. 8) Code V	4. Securit nAcquired Disposed (Instr. 3, 4	ies (A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership	7. Nature of Indirect		
Reminder: Report on	a separate line	e for each cla	ass of sec	urities benet	Perso inforn requir	ns who res nation cont ed to resp ys a curre	or indirectly. spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not orm	EC 1474 (9-02)		
	Tab					posed of, or convertible :	Beneficially Owner securities)	d			
1. Title of 2.	3. Tra	unsaction Da	te 3A. D	eemed	4.	5. Numb	ber 6. Date Exerc	isable and 7. T	itle and Amount of 8. F		

Conversion (Month/Day/Year) Execution Date, if Transaction Derivative Expiration Date

Derivative

Underlying Securities Deri

Edgar Filing: National CineMedia, Inc. - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Secu (Insti
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	01/21/2015		А	7,468		(2)	(2)	Common Stock	7,468	\$

Reporting Owners

		Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer						
Goodman Lawrence A C/O NATIONAL CINEMEDIA, INC 9110 E. NICHOLS AVE., SUITE 200 CENTENNIAL, CO 80112-3405	X								
Signatures									
/s/ Teri Scott, as attorney-in-fact	01/23/2015								

**Signature of Reporting Person

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.

Date

The Restricted Stock Units are scheduled to vest on February 21, 2016, 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.