

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Cinemark Media, Inc.</u> (Last) (First) (Middle) 3900 DALLAS PARKWAY SUITE 500 (Street) PLANO TX 75093 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>National CineMedia, Inc. [NCM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 02/13/2007	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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 Derivative Security	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 Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Common Units of National CineMedia, LLC	\$0 ⁽¹⁾	02/13/2007		D		1,014,088			(1)	(1)	Common Stock of National CineMedia, Inc.	1,014,088	\$19.63 ⁽²⁾	13,145,349	D ⁽³⁾	

1. Name and Address of Reporting Person*
Cinemark Media, Inc.
 (Last) (First) (Middle)
 3900 DALLAS PARKWAY
 SUITE 500
 (Street)
 PLANO TX 75093
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
CINEMARK USA INC /TX
 (Last) (First) (Middle)
 3900 DALLAS PARKWAY
 SUITE 500
 (Street)
 PLANO TX 75093
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
CNMK Holding, Inc.
 (Last) (First) (Middle)
 3900 DALLAS PARKWAY
 SUITE 500
 (Street)
 PLANO TX 75093
 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
CINEMARK INC		
(Last)	(First)	(Middle)
3900 DALLAS PARKWAY		
SUITE 500		
(Street)		
PLANO	TX	75093
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Cinemark Holdings, Inc.		
(Last)	(First)	(Middle)
3900 DALLAS PARKWAY		
SUITE 500		
(Street)		
PLANO	TX	75093
(City)	(State)	(Zip)

Explanation of Responses:

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.
3. 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.

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.

[/s/ Michael Cavalier, Sr. Vice
President-General Counsel,
Cinemark Media, Inc](#) [02/15/2007](#)

[/s/ Michael Cavalier, Sr. Vice
President-General Counsel,
Cinemark USA, Inc.](#) [02/15/2007](#)

[/s/ Vtoni Ragsdale, President &
Treasurer, CNMK Holding, Inc.](#) [02/15/2007](#)

[/s/ Michael Cavalier, Sr. Vice
President-General Counsel,
Cinemark, Inc.](#) [02/15/2007](#)

[/s/ Michael Cavalier, Sr. Vice
President-General Counsel,
Cinemark Holdings, Inc.](#) [02/15/2007](#)

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.