

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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

1. Name and Address of Reporting Person* <u>AMERICAN MULTI CINEMA INC</u> _____ (Last) (First) (Middle) <u>920 MAIN STREET</u> _____ (Street) <u>KANSAS CITY MO 64105</u> _____ (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) <u>02/13/2007</u>					
			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
Common Units of National CineMedia, LLC	\$0 <sup>(1)</sup>	02/13/2007		D			1,348,086	(1)	(1)	Common Stock of National CineMedia, Inc.	1,348,086	\$19.63 <sup>(2)</sup>	17,474,890	D <sup>(3)</sup>	

1. Name and Address of Reporting Person\*  
AMERICAN MULTI CINEMA INC  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
920 MAIN STREET  
 \_\_\_\_\_  
 (Street)  
KANSAS CITY MO 64105  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
AMC ENTERTAINMENT INC  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
920 MAIN STREET  
N/A  
 \_\_\_\_\_  
 (Street)  
KANSAS CITY MO 64105  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Marquee Holdings Inc.  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
1221 AVENUE OF THE AMERICAS  
39TH FLOOR  
 \_\_\_\_\_  
 (Street)  
NEW YORK NY 10020  
 \_\_\_\_\_  
 (City) (State) (Zip)

**Explanation of Responses:**

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 such reporting persons is deemed a director by virtue of American Multi-Cinema, Inc.'s right to designate a representative to serve on National CineMedia, Inc.'s board of directors. Peter C. Brown currently serves as American Multi-Cinema Inc.'s representative and on behalf of American Multi-Cinema, Inc., on National CineMedia, Inc.'s board of directors.

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

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

By: Kevin M. Connor, SVP, GC  
& Secretary (Marquee Holdings  
Inc.) 02/14/2007

\*\* 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.**