

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>03/17/2009</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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					
COMMON UNITS OF NATIONAL CINEMEDIA, LLC	\$0 ⁽¹⁾	03/17/2009		A		406,371 ⁽²⁾			(1) (1)	COMMON STOCK OF NATIONAL CINEMEDIA INC	406,371	\$0 ⁽²⁾	18,821,114	D ⁽³⁾

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
 (Street)
KANSAS CITY MO 64105
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Marquee Holdings Inc.
 (Last) (First) (Middle)
920 MAIN STREET
 (Street)
KANSAS CITY MO 64105
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
AMC ENTERTAINMENT HOLDINGS, INC.

(Last)	(First)	(Middle)
920 MAIN STREET		
<hr/>		
(Street)		
KANSAS CITY	MO	64105
<hr/>		
(City)	(State)	(Zip)

Explanation of Responses:

1. Common Units of National CineMedia, LLC ("Common Units") 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. Common Units were issued pursuant to the Common Unit Adjustment Agreement, dated as of February 13, 2007, by and among National CineMedia, LLC, National CineMedia, Inc. American Multi-Cinema, Inc., and other parties thereto, and the terms and conditions set forth therein.
3. The reported securities are owned directly by American Multi-Cinema, Inc. and indirectly by AMC Entertainment Inc., Marquee Holdings Inc. and AMC Entertainment Holdings, Inc.

Remarks:

This report is filed jointly by American Multi-Cinema, Inc., AMC Entertainment Inc., Marquee Holdings Inc. and AMC Entertainment Holdings, Inc. Each of such reporting person 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. Gerardo I. Lopez is American Multi-Cinema, Inc.'s current nominee to National CineMedia, Inc.'s board of directors and is expected to be appointed to the board at the next regular meeting of the board in April, 2009.

[Kevin M. Connor, SVP, GC & Secretary \(American Multi-Cinema, Inc.\)](#) [03/23/2009](#)

[Kevin M. Connor, SVP, GC & Secretary \(AMC Entertainment Inc.\)](#) [03/23/2009](#)

[Kevin M. Connor, SVP, GC & Secretary \(Marquee Holdings Inc.\)](#) [03/23/2009](#)

[Kevin M. Connor, SVP, GC & Secretary \(AMC Entertainment Holdings, Inc.\)](#) [03/23/2009](#)

** 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.