

National CineMedia, Inc.
Form 4
February 29, 2016

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 *
Oddo David J

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & Interim Co-CFO (PFO)

C/O NATIONAL CINEMEDIA, INC., 9110 E. NICHOLS AVE., SUITE 200

(Street)

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

CENTENNIAL, CO 80112-3405

(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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	02/25/2016		D	(1)	1,577	\$ 0	66,480	D
Common Stock	02/25/2016		D	(2)	2,059	\$ 0	64,421	D
Common Stock	02/25/2016		D	(3)	2,059	\$ 0	62,362	D
Common Stock	02/25/2016		F	(4)	1,496	\$ 15.5	60,866	D

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

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Oddo David J C/O NATIONAL CINEMEDIA, INC. 9110 E. NICHOLS AVE., SUITE 200 CENTENNIAL, CO 80112-3405			SVP & Interim Co-CFO (PFO)	

Signatures

/s/ Teri Scott, as attorney-in-fact 02/29/2016

**Signature of Reporting Person 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) On January 15, 2013, the reporting person received a grant of 2,871 shares of restricted stock that would vest based upon achievement of specified performance targets at the end of a three-year measurement period. On February 25, 2016, the Issuer determined that the performance conditions were 45.1% satisfied and, as a result, a portion of the original grant was forfeited.
- (2) On May 1, 2013, the reporting person received a grant of 3,750 shares of restricted stock that would vest based upon achievement of specified performance targets at the end of a three-year measurement period. On February 25, 2016, the Issuer determined that the performance conditions were 45.1% satisfied and, as a result, a portion of the original grant was forfeited.
- (3) On August 14, 2013, the reporting person received a grant of 3,750 shares of restricted stock that would vest based upon achievement of specified performance targets at the end of a three-year measurement period. On February 25, 2016, the Issuer determined that the performance conditions were 45.1% satisfied and, as a result, a portion of the original grant was forfeited.

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(4) Represents withholding of shares to satisfy tax obligations upon the vesting of restricted stock.

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.