

**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

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).

1. Name and Address of Reporting Person* <u>Regal CineMedia Holdings, LLC</u> _____ (Last) (First) (Middle) 7132 REGAL LANE _____ (Street) KNOXVILLE TN 37918 _____ (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) 05/14/2008	
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	Title	Amount or Number of Shares				
Common Units of National CineMedia, LLC	\$0 <sup>(1)</sup>	05/14/2008		A		2,913,754 <sup>(2)</sup>		(1)	(1)	Common Stock of National CineMedia, Inc.	2,913,754	\$0 <sup>(2)</sup>	24,903,259	D <sup>(3)</sup>	

1. Name and Address of Reporting Person\*  
Regal CineMedia Holdings, LLC  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 7132 REGAL LANE  
 \_\_\_\_\_  
 (Street)  
 KNOXVILLE TN 37918  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
REGAL ENTERTAINMENT GROUP  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 7132 REGAL LANE  
 \_\_\_\_\_  
 (Street)  
 KNOXVILLE TN 37918  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Regal Entertainment Holdings, Inc.  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 7132 REGAL LANE  
 \_\_\_\_\_  
 (Street)  
 KNOXVILLE TN 37918  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
REGAL CINEMAS CORP  
 \_\_\_\_\_

(Last) (First) (Middle)  
[7132 REGAL LANE](#)

(Street)  
[KNOXVILLE TN 37918](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[REGAL CINEMAS INC](#)

(Last) (First) (Middle)  
[7132 REGAL LANE](#)

(Street)  
[KNOXVILLE TN 37918](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Regal CineMedia CORP](#)

(Last) (First) (Middle)  
[7132 REGAL LANE](#)

(Street)  
[KNOXVILLE TN 37918](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[ANSCHUTZ CO](#)

(Last) (First) (Middle)  
[555 17TH STREET, SUITE 2400](#)

(Street)  
[DENVER CO 80202](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[ANSCHUTZ PHILIP F](#)

(Last) (First) (Middle)  
[555 17TH STREET, SUITE 2400](#)

(Street)  
[DENVER CO 80202](#)

(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., Regal CineMedia Holdings, LLC, Regal Cinemas, Inc. and other parties thereto, and the terms and conditions set forth therein.
3. The reported securities are owned directly by Regal CineMedia Holdings, LLC, and indirectly by Regal Entertainment Group, Regal Entertainment Holdings, Inc., Regal Cinemas Corporation, Regal Cinemas, Inc., Regal CineMedia Corporation, Anschutz Company, and Philip F. Anschutz. Anschutz Company and Philip F. Anschutz disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.

**Remarks:**

[Peter B. Brandow, Executive Vice President \(Regal CineMedia Holdings, LLC\)](#) [05/16/2008](#)

[Peter B. Brandow, Executive Vice President \(Regal Entertainment Group\)](#) [05/16/2008](#)

[Peter B. Brandow, Executive Vice President \(Regal Entertainment Holdings, Inc.\)](#) [05/16/2008](#)

[Peter B. Brandow, Executive Vice President \(Regal Cinemas Corporation\)](#) [05/16/2008](#)

[Peter B. Brandow, Executive Vice President \(Regal Cinemas, Inc.\)](#) [05/16/2008](#)

[Peter B. Brandow, Vice President](#) [05/16/2008](#)  
[\(Regal CineMedia Corporation\)](#)

[Robert M. Swysgood by Power](#)  
[of Attorney \(on behalf of](#) [05/16/2008](#)  
[Anschutz Company\)](#)

[Robert M. Swysgood, by Power](#)  
[of Attorney \(on behalf of Philip](#) [05/16/2008](#)  
[F. Anschutz\)](#)

\*\* 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.**