

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Ferrera Gary W</u>  (Last) (First) (Middle) C/O NATIONAL CINEMEDIA, INC. 9110 E. NICHOLS AVE., SUITE 200  (Street) CENTENNIAL CO 80112-3405  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>National CineMedia, Inc. [ NCMI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive VP and CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/28/2009</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			
Common Stock	04/28/2009 <sup>(1)</sup>		A		33,216 <sup>(2)</sup>	A	\$0	68,450	D	

**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
Employee stock option (right to buy)	\$9.22	04/28/2009 <sup>(1)</sup>		A		99,648		(3)	01/14/2019	Common Stock	99,648	\$0	99,648	D	

**Explanation of Responses:**

- On January 15, 2009, the compensation committee of National CineMedia, Inc. (the "Issuer") approved the grant of restricted stock and stock options to the reporting person, subject to stockholder approval of (i) an amendment to the Issuer's 2007 Equity Incentive Plan to increase the maximum number of shares of the Issuer's common stock available for issuance from 2,576,000 shares to 7,076,000 shares, and (ii) the use of "Free Cash Flow" (defined as Earnings Before Interest Taxes Depreciation and Amortization ("EBITDA") less capital expenditures) as the performance measure for vesting of shares of the restricted stock. The Issuer's stockholders approved these matters on April 28, 2009.
- Represents shares of restricted stock which will vest based upon achievement of the actual cumulative Free Cash Flow target at the end of the three-year measuring period.
- The option vests in three equal annual installments beginning on January 15, 2010.

**Remarks:**

/s/ Jennifer A. D'Alessandro, as attorney-in-fact 04/29/2009

\*\* 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.

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