FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-0287								
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0.5

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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>Lanning Stephen L</u>						2. Issuer Name and Ticker or Trading Symbol National CineMedia, Inc. [NCMI]									elationship eck all appli	cable)	g Perso	n(s) to Iss 10% Ow		
	C/O NATIONAL CINEMEDIA, INC.					3. Date of Earliest Transaction (Month/Day/Year) 02/14/2011									Officer below	r (give title ')		Other (s below)	pecify	
9110 E. NICHOLS AVE., SUITE 200						4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) CENTENNIAL CO 80112-340			05										- 1	X Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(S	itate)	(Zip)																	
		Tab	le I - Nor	า-Deriv	ative	e Se	curiti	ies Acc	quired,	Dis	osed o	of, or E	Bene	ficial	y Owne	t				
1. Title of Security (Instr. 3) 2. Transa Date (Month/D.					Day/Year) i		2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Dispose Code (Instr. 5)			ities Acq d Of (D) (Benefic Owned	es ally Following	6. Owner Form: D (D) or Ir (I) (Insti	Direct of the condinect	7. Nature of Indirect Beneficial Ownership	
										v	Amount	(A (D	or	Price	Reporte Transac (Instr. 3	ction(s)			(Instr. 4)	
Common Stock 02/14/						/2011			A		5,680	(1)	A	\$ <mark>0</mark>	5,	5,680)		
		Т	able II -								sed of onverti				Owned					
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. Transactio Code (Inst 8)		on of I		3. Date Ex Expiration Month/Da	Date		7. Title and Amount of Securities Underlying Derivative Secu (Instr. 3 and 4)			8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	Ownersh Form: Direct (D) or Indirect (I) (Instr.	wnership orm: irect (D) r Indirect	Beneficial Ownership t (Instr. 4)	
					Code	v	(A)		Date Exercisab		xpiration ate	Title	or Ni of	umber						
Restricted Stock	(2)	02/14/2011			D			5,680	(3)		(3)	Commo Stock	n 5	,680	\$0	0		D		

Explanation of Responses:

- 1. Represents acquisition of common stock upon vesting of restricted stock units
- 2. Each Restricted Stock Unit represents the right to receive one share of the Issuer's common stock.
- 3. The Restricted Stock Units are scheduled to vest on February 14, 2011 provided the reporting person continues to be a director of the Issuer on that date, except that if he dies prior to the vesting date the Restricted Stock Units will vest in full on the date of death. The Restricted Stock Units will convert to shares of the Issuer's common stock and the shares will be delivered to the reporting person as soon as practicable following the vesting date, unless the reporting person has elected to defer receipt of the shares for a period not to exceed five years.

Remarks:

/s/ Jennifer A. D'Alessandro, as attorney-in-fact <u>02/15/2011</u>

** 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.