

REGAL CINEMAS CORP
 Form 5
 February 14, 2011

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Regal CineMedia Holdings, LLC
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
 National CineMedia, Inc. [NCMI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

7132 REGAL LANE
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/30/2010

____ Director ____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)

KNOXVILLE, TN 37918
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting
 (check applicable line)

____ Form Filed by One Reporting Person
X Form Filed by More than One Reporting Person

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/18/2010	Â	C	4,200,000	A	\$ 0	4,200,000	D (3)	Â
Common Stock	08/18/2010	Â	S	4,200,000	D	\$ 16 0		D (3)	Â
Common Stock	09/08/2010	Â	C	100,278	A	\$ 0	100,278	D (3)	Â
Common Stock	09/08/2010	Â	S	100,278	D	\$ 16 0		D (3)	Â

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

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(9-02)

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 Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Common Units of National CineMedia, LLC	\$ 0	08/18/2010	Â	C	Â 4,200,000		Â (1)	Â (1)	Common Stock of National CineMedia, Inc.
Common Units of National CineMedia, LLC	\$ 0	09/08/2010	Â	C	Â 100,278		Â (1)	Â (1)	Common Stock of National CineMedia, Inc.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Regal CineMedia Holdings, LLC 7132 REGAL LANE KNOXVILLE, TN 37918	Â	Â X	Â	Â
REGAL ENTERTAINMENT GROUP 7132 REGAL LANE KNOXVILLE, TN 37918	Â	Â X	Â	Â
Regal Entertainment Holdings, Inc. 7132 REGAL LANE KNOXVILLE, TN 37918	Â	Â X	Â	Â
REGAL CINEMAS CORP 7132 REGAL LANE KNOXVILLE, TN 37918	Â	Â X	Â	Â
REGAL CINEMAS INC 7132 REGAL LANE KNOXVILLE, TN 37918	Â	Â X	Â	Â
	Â	Â X	Â	Â

Regal CineMedia CORP
7132 REGAL LANE
KNOXVILLE, TN 37918

ANSCHUTZ CO
555 17TH STREET, SUITE 2400 ^ ^ X ^ ^
DENVER, CO 80202

ANSCHUTZ PHILIP F
555 17TH STREET, SUITE 2400 ^ ^ X ^ ^
DENVER, CO 80202

Signatures

Peter B. Brandow, Vice President and Secretary (Regal CineMedia Holdings, LLC)	02/14/2011
**Signature of Reporting Person	Date
Peter B. Brandow, Executive Vice President, General Counsel and Secretary (Regal Entertainment Group)	02/14/2011
**Signature of Reporting Person	Date
Peter B. Brandow, Executive Vice President, General Counsel and Secretary (Regal Entertainment Holdings, Inc.)	02/14/2011
**Signature of Reporting Person	Date
Peter B. Brandow, Executive Vice President, General Counsel and Secretary (Regal Cinemas Corporation)	02/14/2011
**Signature of Reporting Person	Date
Peter B. Brandow, Executive Vice President, General Counsel and Secretary (Regal Cinemas, Inc.)	02/14/2011
**Signature of Reporting Person	Date
Peter B. Brandow, Vice President and Secretary (Regal CineMedia Corporation)	02/14/2011
**Signature of Reporting Person	Date
Robert M. Swysgood by Power of Attorney (on behalf of Anschutz Company)	02/14/2011
**Signature of Reporting Person	Date
Robert M. Swysgood, by Power of Attorney (on behalf of Philip F. Anschutz)	02/14/2011
**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) 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.
- Common Units were issued pursuant to the Common Unit Adjustment Agreement, dated as of February 13, 2007, by and among National
- (2) CineMedia, LLC, National CineMedia, Inc., Regal CineMedia Holdings, LLC, Regal Cinemas, Inc. and other parties thereto, and the terms and conditions set forth therein.
- 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
- (3) 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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