

MADISON DEARBORN CAPITAL PARTNERS IV LP

Form 4

May 24, 2007

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 *

MADISON DEARBORN
PARTNERS IV LP

(Last) (First) (Middle)

THREE FIRST NATIONAL
PLAZA, SUITE 3800

(Street)

CHICAGO, IL 60602

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

Cinemark Holdings, Inc. [CNK]

3. Date of Earliest Transaction

(Month/Day/Year)

05/22/2007

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

____ Form filed by One Reporting Person
☒ 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)	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)
Common Stock	05/22/2007		S	211,267 D	\$ 17.955 49,881,014	I	See Footnote (1)

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 Beneficial Owned Following Reported Transaction (Instr. 6)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MADISON DEARBORN PARTNERS IV LP THREE FIRST NATIONAL PLAZA SUITE 3800 CHICAGO, IL 60602		X		
MADISON DEARBORN CAPITAL PARTNERS IV LP THREE FIRST NATIONAL PLAZA SUITE 3800 CHICAGO, IL 60602		X		

Signatures

/s/ Mark B. Tresnowski, Madison Dearborn Partners IV, L.P., by Madison Dearborn Partners, L.L.C., its General Partner, by Mark B. Tresnowski, its Managing Director

05/24/2007

****Signature of Reporting Person**

Date _____

/s/ Mark B. Tresnowski, Madison Dearborn Capital Partners IV, L.P., by Madison Dearborn Partners IV, L.P., its General Partner, by Madison Dearborn Partners, L.L.C., its General Partner, by Mark B. Tresnowski, its Managing Director

05/24/2007

****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).

The shares reported are held of record by Madison Dearborn Capital Partners IV, L.P. ("MDCPIV"). Madison Dearborn Partners IV, L.P. ("MDPIV"), the sole general partner of MDCPIV, may be deemed to beneficially own the reported shares. John A. Canning, Paul J.

- (1) Finnegan and Samuel M. Mencoﬀ are the sole members of a limited partner committee of MDPIV that has the power, acting by majority vote, to vote or dispose of the shares directly held by MDCPIV. Messrs. Canning, Finnegan and Mencoﬀ and MDPIV each hereby disclaims any beneficial ownership of any shares directly held by MDCPIV, 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 is insufficient, *see* Instruction 6 for procedure.

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