• We are so used to film that many aspects of formal construction (editing, camerawork, sound effects) are invisible to us—and indeed, are often meant to be invisible. But when you study film, it's precisely those invisible elements that you need to notice and analyze.

Pay attention to:

The Visual (What’s in the frame?)
• how the camera moves (left, right, up, down, track versus pan)
• camera angles and distances (long shot/establishing shot, close-up, etc.)
• cinematography (film stock, color, lenses, changes in focus)
• point of view (seeing through a character’s eyes, “God’s eye view,” etc.)
• editing (length of shots, frequency of cuts, rhythm, smoothness/jumpiness, montage, continuity—How do the images relate to each other?)
• transitions (dissolves, fades in or out, iris in or out, etc.)
• lighting—high/low contrast, shadows, harshness, natural light/studio
• special effects, digital additions
• “mise-en-scène” (= “put into the scene”; this is a term from theater)—the placement of things in front of the camera (objects; sets; costumes)
• actors' faces and bodies

The Auditory (What’s in the soundtrack?)
• sound effects / noise / music / silence
• diegetic (radio in a scene) versus nondiegetic sound (film score)
• dialogue, voiceover, dubbing

Narrative (How is the story told? How is knowledge given and withheld?)
• language (melodramatic, documentary, naturalistic)
• tone (realist vs. expressionist)
• plot versus story (what isn’t said? what pieces do we fill in ourselves?)
• ordering of elements (how are flashbacks and flashforwards used?)
• is it an adaptation? What intertextual connections exist to other works?
• clichés, narrative expectations, genre conventions (or deviations from genre)
  (e.g., “meeting cute” in Romantic Comedies; the “rules” of the slasher genre)

More Ephemeral Questions
• rhythm / pacing (speed vs. slowness)
• reflexivity; Is it self-conscious?
• construction of space (coherent, fragmentary)
• aesthetics (form, repetition, symmetry)
• production practices (where/how was it made?; celebrity/star system; auteurism)
• credits (opening and final) / title sequence
• affect / emotional response
• ideology / politics (sexual or racial difference, class, nation, generation, etc.)
• spectatorship (How do we view the film and why? How does the film “imagine us”?)

Tips:
Think as you watch. You should be constantly writing something. Draw sketches during the screening. They won’t be beautiful, but they will remind you about frame composition or the direction of movement. Constantly ask yourself questions: What’s in the frame? What is the camera doing? How is the text put together? Note scenes you might want to revisit, or that are particularly striking. Attend to the affects the film provokes; ask about spectatorship.
See a film several times. And make the film unfamiliar: try watching with the sound off to really notice the visuals, or watch with your eyes closed to explore how sound is used.

→ You can only interpret a text once you see all its component parts... Think of your notes as breaking the film down so your critique can piece it back together!