REGAL ENTERTAINMENT GROUP

Form 4 May 03, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **DUNN GREGORY W**

2. Issuer Name and Ticker or Trading Symbol

REGAL ENTERTAINMENT GROUP [RGC]

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction

(Month/Day/Year) 05/01/2007

REGAL ENTERTAINMENT

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below)

EVP and COO

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

KNOXVILLE, TN 37918

GROUP, 7132 REGAL LANE

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	Securit	ies Acqui	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities or Dispose (Instr. 3, 4	d of (I and 5) (A) or	0)	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)
Class A Common Stock	05/01/2007		Code V M	Amount 125,754	(D)	Price \$ 4.88	186,834	D	
Class A Common Stock	05/01/2007		S	11,126	D	\$ 21.64	175,708	D	
Class A Common Stock	05/01/2007		S	8,908	D	\$ 21.63	166,800	D	
Class A	05/01/2007		S	6,561	D	\$	160,239	D	

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Common Stock					21.62	
Class A Common Stock	05/01/2007	S	6,256	D	\$ 21.6 153,983	D
Class A Common Stock	05/01/2007	S	6,103	D	\$ 21.66 147,880	D
Class A Common Stock	05/01/2007	S	5,619	D	\$ 21.61 142,261	D
Class A Common Stock	05/01/2007	S	5,593	D	\$ 21.65 136,668	D
Class A Common Stock	05/01/2007	S	5,276	D	\$ 21.72 131,392	D
Class A Common Stock	05/01/2007	S	5,175	D	\$ 21.59 126,217	D
Class A Common Stock	05/01/2007	S	4,959	D	\$ 21.77 121,258	D
Class A Common Stock	05/01/2007	S	4,396	D	\$ 21.67 116,862	D
Class A Common Stock	05/01/2007	S	3,963	D	\$ 21.7 112,899	D
Class A Common Stock	05/01/2007	S	3,853	D	\$ 21.74 109,046	D
Class A Common Stock	05/01/2007	S	3,632	D	\$ 21.73 105,414	D
Class A Common Stock	05/01/2007	S	2,797	D	\$ 21.69 102,617	D
Class A Common Stock	05/01/2007	S	2,350	D	\$ 21.68 100,267	D
Class A Common Stock	05/01/2007	S	2,318	D	\$ 97,949 21.75	D

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Class A Common Stock	05/01/2007	S	2,177	D	\$ 21.76	95,772	D
Class A Common Stock	05/01/2007	S	1,009	D	\$ 21.5	94,763	D
Class A Common Stock	05/01/2007	S	994	D	\$ 21.51	93,769	D
Class A Common Stock	05/01/2007	S	980	D	\$ 21.58	92,789	D
Class A Common Stock	05/01/2007	S	935	D	\$ 21.57	91,854	D
Class A Common Stock	05/01/2007	S	821	D	\$ 21.54	91,033	D
Class A Common Stock	05/01/2007	S	288	D	\$ 21.56	90,745	D
Class A Common Stock	05/01/2007	S	245	D	\$ 21.55	90,500	D
Class A Common Stock	05/01/2007	S	144	D	\$ 21.52	90,356	D
Class A Common Stock	05/01/2007	S	14	D	\$ 21.53	90,342	D
Class A Common Stock	05/01/2007	S	14	D	\$ 22	90,328	D

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

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 control number.

SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year) (Instr. 8)			Acquired (ADisposed of (Instr. 3, 4, 5)	f (D)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 4.88	05/01/2007		M		125,754		<u>(1)</u>	05/03/2012	Class A Common Stock	125,75

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DUNN GREGORY W REGAL ENTERTAINMENT GROUP 7132 REGAL LANE KNOXVILLE, TN 37918

EVP and COO

Signatures

/s/ Peter B. Brandow, by power of attorney

05/03/2007

**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).
- (1) As of January 29, 2007, the stock option has vested with respect to 100% of the original total underlying shares (as adjusted for extraordinary dividends).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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