### REGAL ENTERTAINMENT GROUP

Form 4 May 04, 2007

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

**OMB APPROVAL** 

Form 4 or Form 5 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

burden hours per response...

1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

1. Name and Address of R BRANDOW PETER		2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) t Issuer			
		REGAL ENTERTAINMENT GROUP [RGC]	(Check all applicable)			
(Last) (First)  REGAL ENTERTAIL  GROUP, 7132 REGA		3. Date of Earliest Transaction (Month/Day/Year) 05/02/2007	Director 10% Owned Section Officer (give title Other (special below) EVP, General Counsel, Sec.			
(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
KNOXVILLE, TN 37	918		Form filed by More than One Reporting Person			

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1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Class A Common Stock	05/02/2007		S	498	D	\$ 21.84	103,594	D	
Class A Common Stock	05/02/2007		S	459	D	\$ 21.9	103,135	D	
Class A Common Stock	05/02/2007		S	433	D	\$ 21.97	102,702	D	
Class A	05/02/2007		S	393	D	\$	102,309	D	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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Common Stock					22.13		
Class A Common Stock	05/02/2007	S	367	D	\$ 22.17	101,942	D
Class A Common Stock	05/02/2007	S	354	D	\$ 21.94	101,588	D
Class A Common Stock	05/02/2007	S	345	D	\$ 21.89	101,243	D
Class A Common Stock	05/02/2007	S	341	D	\$ 21.93	100,902	D
Class A Common Stock	05/02/2007	S	314	D	\$ 21.98	100,588	D
Class A Common Stock	05/02/2007	S	314	D	\$ 22.26	100,274	D
Class A Common Stock	05/02/2007	S	275	D	\$ 22.24	99,999	D
Class A Common Stock	05/02/2007	S	267	D	\$ 21.85	99,732	D
Class A Common Stock	05/02/2007	S	210	D	\$ 22.01	99,522	D
Class A Common Stock	05/02/2007	S	105	D	\$ 22.18	99,417	D
Class A Common Stock	05/02/2007	S	79	D	\$ 22.2	99,338	D
Class A Common Stock	05/02/2007	S	39	D	\$ 21.82	99,299	D
Class A Common Stock	05/02/2007	S	39	D	\$ 22.23	99,260	D
Class A Common Stock	05/02/2007	S	13	D	\$ 21.83	99,247	D

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

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SEC 1474 (9-02)

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

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amou	nt of	Derivative	
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	
		Derivative				Securities	1		(Instr.	3 and 4)		
		Security				Acquired						
						(A) or						
						Disposed						
						of (D)						
						(Instr. 3,						
						4, and 5)						
										Amount		
							Date	Expiration		or		
						Exercisable	Date	Title	Number			
										of		
					Code V	I (A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BRANDOW PETER B REGAL ENTERTAINMENT GROUP 7132 REGAL LANE KNOXVILLE, TN 37918

EVP, General Counsel, Sec.

## **Signatures**

/s/ Peter B. 05/04/2007 Brandow

\*\*Signature of Date
Reporting Person

# **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).

#### **Remarks:**

This is the second of two Forms 4 filed on behalf of Peter B. Brandow on this date to reflect transactions made on May 2, 200′ 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.

Reporting Owners 3