

REGAL ENTERTAINMENT GROUP

Form 4

May 04, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
DUNN GREGORY W

2. Issuer Name and Ticker or Trading Symbol  
REGAL ENTERTAINMENT GROUP [RGC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
05/02/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP and COO

REGAL ENTERTAINMENT GROUP, 7132 REGAL LANE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

KNOXVILLE, TN 37918

(City) (State) (Zip)

**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)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	05/02/2007		M		53,757	A	\$ 4.88 144,085 D
Class A Common Stock	05/02/2007		S		3,690	D	\$ 21.99 140,395 D
Class A Common Stock	05/02/2007		S		3,200	D	\$ 22.27 137,195 D
Class A Common Stock	05/02/2007		S		2,710	D	\$ 134,485 D

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Common Stock						22.28		
Class A Common Stock	05/02/2007	S	2,234	D	\$ 22	132,251	D	
Class A Common Stock	05/02/2007	S	1,903	D	\$ 22.02	130,348	D	
Class A Common Stock	05/02/2007	S	1,549	D	\$ 22.22	128,799	D	
Class A Common Stock	05/02/2007	S	1,369	D	\$ 21.96	127,430	D	
Class A Common Stock	05/02/2007	S	1,283	D	\$ 22.04	126,147	D	
Class A Common Stock	05/02/2007	S	1,225	D	\$ 22.07	124,922	D	
Class A Common Stock	05/02/2007	S	1,211	D	\$ 22.06	123,711	D	
Class A Common Stock	05/02/2007	S	1,196	D	\$ 22.03	122,515	D	
Class A Common Stock	05/02/2007	S	1,081	D	\$ 22.1	121,434	D	
Class A Common Stock	05/02/2007	S	995	D	\$ 22.05	120,439	D	
Class A Common Stock	05/02/2007	S	930	D	\$ 22.19	119,509	D	
Class A Common Stock	05/02/2007	S	908	D	\$ 22.14	118,601	D	
Class A Common Stock	05/02/2007	S	879	D	\$ 22.29	117,722	D	
Class A Common Stock	05/02/2007	S	865	D	\$ 22.08	116,857	D	

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Class A Common Stock	05/02/2007	S	836	D	\$ 21.87	116,021	D
Class A Common Stock	05/02/2007	S	822	D	\$ 22.15	115,199	D
Class A Common Stock	05/02/2007	S	807	D	\$ 22.11	114,392	D
Class A Common Stock	05/02/2007	S	764	D	\$ 22.09	113,628	D
Class A Common Stock	05/02/2007	S	753	D	\$ 21.88	112,875	D
Class A Common Stock	05/02/2007	S	749	D	\$ 21.91	112,126	D
Class A Common Stock	05/02/2007	S	735	D	\$ 21.95	111,391	D
Class A Common Stock	05/02/2007	S	678	D	\$ 21.86	110,713	D
Class A Common Stock	05/02/2007	S	677	D	\$ 22.25	110,036	D
Class A Common Stock	05/02/2007	S	663	D	\$ 22.21	109,373	D
Class A Common Stock	05/02/2007	S	621	D	\$ 21.92	108,752	D
Class A Common Stock	05/02/2007	S	591	D	\$ 22.12	108,161	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 4.88	05/02/2007		M	53,757	<u>(1)</u>	05/03/2012	Class A Common Stock	53,757

## 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/ Amy E. Miles, by power of attorney  
05/04/2007

\*\*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).

### Remarks:

This is the first of two Forms 4 filed on behalf of Gregory W. Dunn on this date to reflect transactions made on May 2, 2007. 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.