

REGAL ENTERTAINMENT GROUP

Form 4

May 04, 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 \*  
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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	05/02/2007		S		549 D \$ 21.84	107,612	D
Class A Common Stock	05/02/2007		S		505 D \$ 21.9	107,107	D
Class A Common Stock	05/02/2007		S		476 D \$ 21.97	106,631	D
Class A Common Stock	05/02/2007		S		432 D \$	106,199	D

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Common Stock						22.13		
Class A Common Stock	05/02/2007	S	404	D	\$ 22.17	105,795	D	
Class A Common Stock	05/02/2007	S	389	D	\$ 21.94	105,406	D	
Class A Common Stock	05/02/2007	S	380	D	\$ 21.89	105,026	D	
Class A Common Stock	05/02/2007	S	375	D	\$ 21.93	104,651	D	
Class A Common Stock	05/02/2007	S	346	D	\$ 21.98	104,305	D	
Class A Common Stock	05/02/2007	S	346	D	\$ 22.26	103,959	D	
Class A Common Stock	05/02/2007	S	303	D	\$ 22.24	103,656	D	
Class A Common Stock	05/02/2007	S	293	D	\$ 21.85	103,363	D	
Class A Common Stock	05/02/2007	S	231	D	\$ 22.01	103,132	D	
Class A Common Stock	05/02/2007	S	115	D	\$ 22.18	103,017	D	
Class A Common Stock	05/02/2007	S	86	D	\$ 22.2	102,931	D	
Class A Common Stock	05/02/2007	S	43	D	\$ 21.82	102,888	D	
Class A Common Stock	05/02/2007	S	43	D	\$ 22.23	102,845	D	
Class A Common Stock	05/02/2007	S	15	D	\$ 21.83	102,830	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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(9-02)

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

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 Beneficially Owned (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

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).

### Remarks:

This is the second 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.

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