

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)  
05/03/2007

\_\_\_\_ 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            | 05/03/2007                           |  | M                              | 35,470  | A   | \$ 4.88  | 138,300 D   |
| Class A Common Stock            | 05/03/2007                           |  | S                              | 7,395   | D   | \$ 21.99   | 130,905 D   |
| Class A Common Stock            | 05/03/2007                           |  | S                              | 3,632   | D   | \$ 22  | 127,273 D   |
| Class A Common Stock            | 05/03/2007                           |  | S                              | 2,667   | D   | \$   | 124,606 D   |

Edgar Filing: REGAL ENTERTAINMENT GROUP - Form 4

|                            |            |   |       |   |             |         |   |  |
|----------------------------|------------|---|-------|---|-------------|---------|---|--|
| Common<br>Stock            |            |   |       |   |             | 21.79   |   |  |
| Class A<br>Common<br>Stock | 05/03/2007 | S | 1,788 | D | \$<br>21.78 | 122,818 | D |  |
| Class A<br>Common<br>Stock | 05/03/2007 | S | 1,254 | D | \$<br>21.83 | 121,564 | D |  |
| Class A<br>Common<br>Stock | 05/03/2007 | S | 1,110 | D | \$<br>21.94 | 120,454 | D |  |
| Class A<br>Common<br>Stock | 05/03/2007 | S | 1,023 | D | \$<br>21.84 | 119,431 | D |  |
| Class A<br>Common<br>Stock | 05/03/2007 | S | 951   | D | \$<br>22.04 | 118,480 | D |  |
| Class A<br>Common<br>Stock | 05/03/2007 | S | 836   | D | \$<br>21.91 | 117,644 | D |  |
| Class A<br>Common<br>Stock | 05/03/2007 | S | 721   | D | \$<br>21.82 | 116,923 | D |  |
| Class A<br>Common<br>Stock | 05/03/2007 | S | 649   | D | \$<br>21.98 | 116,274 | D |  |
| Class A<br>Common<br>Stock | 05/03/2007 | S | 640   | D | \$<br>21.77 | 115,634 | D |  |
| Class A<br>Common<br>Stock | 05/03/2007 | S | 620   | D | \$<br>21.81 | 115,014 | D |  |
| Class A<br>Common<br>Stock | 05/03/2007 | S | 620   | D | \$<br>22.07 | 114,394 | D |  |
| Class A<br>Common<br>Stock | 05/03/2007 | S | 591   | D | \$<br>22.05 | 113,803 | D |  |
| Class A<br>Common<br>Stock | 05/03/2007 | S | 576   | D | \$<br>21.75 | 113,227 | D |  |
| Class A<br>Common<br>Stock | 05/03/2007 | S | 576   | D | \$ 21.8     | 112,651 | D |  |

Edgar Filing: REGAL ENTERTAINMENT GROUP - Form 4

|                            |            |   |     |   |             |         |   |
|----------------------------|------------|---|-----|---|-------------|---------|---|
| Class A<br>Common<br>Stock | 05/03/2007 | S | 533 | D | \$<br>21.95 | 112,118 | D |
| Class A<br>Common<br>Stock | 05/03/2007 | S | 389 | D | \$<br>22.03 | 111,729 | D |
| Class A<br>Common<br>Stock | 05/03/2007 | S | 288 | D | \$ 21.9     | 111,441 | D |
| Class A<br>Common<br>Stock | 05/03/2007 | S | 202 | D | \$<br>22.02 | 111,239 | D |
| Class A<br>Common<br>Stock | 05/03/2007 | S | 159 | D | \$<br>22.06 | 111,080 | 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)

**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) |                      |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                | Amount or Number of Shares |
| Employee Stock Option (right to buy)       | \$ 4.88  | 05/03/2007                           |  | M                              | 35,470  | <u>(1)</u>   | 05/03/2012  | Class A Common Stock | 35,470                     |

## 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).

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.