

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 \*  
BRANDOW PETER B

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, General Counsel, Sec.

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                              | A   | \$ 4.88   | 123,996  | D   |
| Class A Common Stock            | 05/03/2007                           |  | S                              | D   | \$ 21.99  | 117,273  | D   |
| Class A Common Stock            | 05/03/2007                           |  | S                              | D   | \$ 22   | 113,970  | D   |
| Class A Common Stock            | 05/03/2007                           |  | S                              | D   | \$  | 111,545  | D   |

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|                            |            |   |       |   |             |         |   |  |
|----------------------------|------------|---|-------|---|-------------|---------|---|--|
| Common<br>Stock            |            |   |       |   |             | 21.79   |   |  |
| Class A<br>Common<br>Stock | 05/03/2007 | S | 1,625 | D | \$<br>21.78 | 109,920 | D |  |
| Class A<br>Common<br>Stock | 05/03/2007 | S | 1,141 | D | \$<br>21.83 | 108,779 | D |  |
| Class A<br>Common<br>Stock | 05/03/2007 | S | 1,009 | D | \$<br>21.94 | 107,770 | D |  |
| Class A<br>Common<br>Stock | 05/03/2007 | S | 931   | D | \$<br>21.84 | 106,839 | D |  |
| Class A<br>Common<br>Stock | 05/03/2007 | S | 865   | D | \$<br>22.04 | 105,974 | D |  |
| Class A<br>Common<br>Stock | 05/03/2007 | S | 760   | D | \$<br>21.91 | 105,214 | D |  |
| Class A<br>Common<br>Stock | 05/03/2007 | S | 655   | D | \$<br>21.82 | 104,559 | D |  |
| Class A<br>Common<br>Stock | 05/03/2007 | S | 590   | D | \$<br>21.98 | 103,969 | D |  |
| Class A<br>Common<br>Stock | 05/03/2007 | S | 581   | D | \$<br>21.77 | 103,388 | D |  |
| Class A<br>Common<br>Stock | 05/03/2007 | S | 564   | D | \$<br>21.81 | 102,824 | D |  |
| Class A<br>Common<br>Stock | 05/03/2007 | S | 563   | D | \$<br>22.07 | 102,261 | D |  |
| Class A<br>Common<br>Stock | 05/03/2007 | S | 537   | D | \$<br>22.05 | 101,724 | D |  |
| Class A<br>Common<br>Stock | 05/03/2007 | S | 524   | D | \$<br>21.75 | 101,200 | D |  |
| Class A<br>Common<br>Stock | 05/03/2007 | S | 524   | D | \$ 21.8     | 100,676 | D |  |

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|                            |            |   |     |   |             |         |   |
|----------------------------|------------|---|-----|---|-------------|---------|---|
| Class A<br>Common<br>Stock | 05/03/2007 | S | 485 | D | \$<br>21.95 | 100,191 | D |
| Class A<br>Common<br>Stock | 05/03/2007 | S | 354 | D | \$<br>22.03 | 99,837  | D |
| Class A<br>Common<br>Stock | 05/03/2007 | S | 262 | D | \$ 21.9     | 99,575  | D |
| Class A<br>Common<br>Stock | 05/03/2007 | S | 184 | D | \$<br>22.02 | 99,391  | D |
| Class A<br>Common<br>Stock | 05/03/2007 | S | 144 | D | \$<br>22.06 | 99,247  | 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.**

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                            |                                     |
|---|--|---|---|--------------------------------------|--|--|---|----------------------------|-------------------------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                      | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 4.88  | 05/03/2007                              |   | M                                    | 24,749   | <u>(1)</u>   | 05/03/2012  | Class A<br>Common<br>Stock | 24,749                              |

## 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  
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).

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