

REGAL ENTERTAINMENT GROUP
Form 4
May 26, 2005

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 *
HALL KURT C

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)
05/25/2005

____ Director
____ Officer (give title below) Other (specify below)
Former Co-Chairman and Co-CEO

C/O REGAL ENTERTAINMENT GROUP, 9110 EAST NICHOLS AVENUE, SUITE 200

(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

DENVER, CO 80112

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 05/25/2005 | | D | | 23,380 | D | \$ 20.19 <u>(1)</u> |
| | | | | | 108,812 | 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 Number Shares |
| Employee Stock Option (right to buy) | \$ 2.69 | 05/25/2005 | | D | 161,097 | <u>(2)</u> | 05/03/2012 | Class A Common Stock | 161,097 |
| Employee Stock Option (right to buy) | \$ 5.38 | 05/25/2005 | | D | 43,871 | <u>(2)</u> | 05/03/2012 | Class A Common Stock | 43,871 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HALL KURT C
C/O REGAL ENTERTAINMENT GROUP
9110 EAST NICHOLS AVENUE, SUITE 200
DENVER, CO 80112

Former Co-Chairman and Co-CEO

Signatures

Kurt C. Hall

05/26/2005

**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).

Pursuant to the terms of the RCI Severance Plan for Equity Compensation (the "Severance Plan") previously disclosed by Regal Entertainment Group on a Form 8-K filed with the SEC on May 17, 2005, the amount per share reported will be paid, subject to Mr.

(1) Hall's continued employment with National CineMedia, LLC, in February 2009, four years after the date upon which he acquired the forfeited shares. Under the Severance Plan, in certain circumstances the payment date may be accelerated and in other circumstances his right to all or a portion of the cash payment may be forfeited.

(2) The employee stock option has vested with respect to 80% of the total underlying shares of Class A Common Stock and was scheduled to vest with respect to the remaining 20% of the total underlying shares of Class A Common Stock on March 2, 2006.

(3)

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Pursuant to the terms of the Severance Plan, the amount per share will be paid, subject to Mr. Hall's continued employment with National CineMedia, LLC, according to the vesting schedule of Mr. Hall's canceled unvested employee stock options. Under the Severance Plan, in certain circumstances the payment date may be accelerated and in other circumstances his right to all or a portion of the cash payment may be forfeited.

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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