

REGAL ENTERTAINMENT GROUP

Form 4

October 17, 2006

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)
10/13/2006

____ 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 | | |
| Class A Common Stock | 10/13/2006 | | M ⁽¹⁾ | 194,795 | A \$ 5.37 | 256,545 | D |
| Class A Common Stock | 10/13/2006 | | S ⁽¹⁾ | 113,823 | D \$ 21 | 142,722 | D |
| Class A Common Stock | 10/13/2006 | | S ⁽¹⁾ | 50,529 | D \$ 21.03 | 92,193 | D |
| Class A Common Stock | 10/13/2006 | | S ⁽¹⁾ | 14,867 | D \$ | 77,326 | D |

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| | | | | | | | | |
|----------------------|------------|------------------------|-------|---|----------|--------|---|--|
| Common Stock | | | | | | 21.14 | | |
| Class A Common Stock | 10/13/2006 | <u>S⁽¹⁾</u> | 7,255 | D | \$ 21.12 | 70,071 | D | |
| Class A Common Stock | 10/13/2006 | <u>S⁽¹⁾</u> | 3,671 | D | \$ 21.13 | 66,400 | D | |
| Class A Common Stock | 10/13/2006 | <u>S⁽¹⁾</u> | 1,686 | D | \$ 21.15 | 64,714 | D | |
| Class A Common Stock | 10/13/2006 | <u>S⁽¹⁾</u> | 1,380 | D | \$ 21.11 | 63,334 | D | |
| Class A Common Stock | 10/13/2006 | <u>S⁽¹⁾</u> | 460 | D | \$ 21.07 | 62,874 | D | |
| Class A Common Stock | 10/13/2006 | <u>S⁽¹⁾</u> | 409 | D | \$ 21.16 | 62,465 | D | |
| Class A Common Stock | 10/13/2006 | <u>S⁽¹⁾</u> | 256 | D | \$ 21.11 | 62,209 | D | |
| Class A Common Stock | 10/13/2006 | <u>S⁽¹⁾</u> | 153 | D | \$ 21.14 | 62,056 | D | |
| Class A Common Stock | 10/13/2006 | <u>S⁽¹⁾</u> | 102 | D | \$ 21.06 | 61,954 | D | |
| Class A Common Stock | 10/13/2006 | <u>S⁽¹⁾</u> | 102 | D | \$ 21.1 | 61,852 | D | |
| Class A Common Stock | 10/13/2006 | <u>S⁽¹⁾</u> | 102 | D | \$ 21.12 | 61,750 | 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)

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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 Number Shares |
| Employee Stock Option (right to buy) | \$ 5.37 | 10/13/2006 | | M ⁽¹⁾ | 194,795 | ⁽²⁾ | 05/03/2012 | Class A Common Stock | 194,795 |

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. Brandow 10/17/2006

**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) The exercise and sales reported on this Form 4 were effected pursuant to a preexisting Rule 10b5-1 trading plan adopted by the reporting person on June 14, 2006.
 - (2) The stock option has vested with respect to 80% of the original total underlying shares (as adjusted for extraordinary dividends) and vests with respect to the remaining 20% of such underlying shares on January 29, 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.