

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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**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

(Last) (First) (Middle)

REGAL ENTERTAINMENT GROUP, 7132 REGAL LANE

(Street)

KNOXVILLE, TN 37918

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
REGAL ENTERTAINMENT GROUP [RGC]

3. Date of Earliest Transaction (Month/Day/Year)  
05/03/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
EVP, General Counsel, Sec.

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	05/03/2007		M		24,749	A	\$ 4.88 123,996
Class A Common Stock	05/03/2007		S		6,723	D	\$ 21.99 117,273
Class A Common Stock	05/03/2007		S		3,303	D	\$ 22 113,970
Class A Common Stock	05/03/2007		S		2,425	D	\$ 111,545

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

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

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)		
				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	24,749	<u>(1)</u>	05/03/2012	Class A Common 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).

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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