### Edgar Filing: REGAL ENTERTAINMENT GROUP - Form 4

Form 4	TERTAINMEN	Г GROUF	)								
January 14, FORN	ЛЛ	STATES					NGE C	OMMISSION	OMB	PROVAL 3235-0287	
Check th	nis box		Was	shington,	D.C. 20	549			Number:	January 31,	
if no lon subject t Section Form 4 o Form 5 obligatio may con <i>See</i> Instr 1(b).	ger o 16. or Filed pu tinue.	Section 1 Public U	CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES tion 16(a) of the Securities Exchange Act of 1934, blic Utility Holding Company Act of 1935 or Section the Investment Company Act of 1940						Expires: 2005 Estimated average burden hours per response 0.5		
(Print or Type	Responses)										
1. Name and A DUNN GR	Address of Reporting EGORY W	; Person <u>*</u>	Symbol REGAI	r Name <b>and</b> 2 ENTER' P [RGC]			ıg	5. Relationship of Issuer (Checl	Reporting Pers		
(Last) (First) (Middle) 3. Date of				te of Earliest Transaction th/Day/Year)				Director       10% Owner         X Officer (give title       Other (specify below)         below)       President and COO			
				mendment, Date Original Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	le I - Non-D	) Oerivative	Securi	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)		Transaction Date 2A. Deemed fonth/Day/Year) Execution Date, if any (Month/Day/Year)			4. Securit m(A) or Dis (Instr. 3, 4)	sposed	l of (D)	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)	
Class A Common Stock	01/11/2014			F	2,358	D	\$ 19.81	127,670	D		
Class A Common Stock	01/12/2014			F	2,285	D	\$ 19.81	125,385	D		
Class A Common Stock	01/12/2014			А	28,885 (1)	А	\$ 0	154,270	D		
Class A	01/13/2014			F	10,050	D	\$	144,220	D		

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Common Stock					19.67		
Class A Common Stock	01/13/2014	F	1,895	D	\$ 142, 19.67	325	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.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. Mumber	6. Date Exercised Expiration D		7. Title Amour		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Monul/Day/Year)	(Month/Day/Year)	Code (Instr. 8)	Mumber Expiration E of (Month/Day Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,			Underl Securit	lying	Security (Instr. 5)	Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DUNN GREGORY W REGAL ENTERTAINMENT GROUP 7132 REGAL LANE KNOXVILLE, TN 37918			President and COO				
Signatures							
Peter B. Brandow, by Power of Attorney	01/14/	2014					
<u>**</u> Signature of Reporting Person	Date	e					

### **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).

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Represents the number of shares of restricted stock earned upon meeting certain performance criteria over three consecutive years in

(1) connection with performance shares granted on January 12, 2011 pursuant to Regal Entertainment Group's 2002 Stock Incentive Plan, as amended. These shares of restricted stock vest on January 12, 2015.

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.