REGAL ENTERTAINMENT GROUP

Form 4

January 12, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SECURITIES

OMB

OMB APPROVAL

Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * MILES AMY E

(First)

(Middle)

2. Issuer Name and Ticker or Trading

Symbol

REGAL ENTERTAINMENT

5. Relationship of Reporting Person(s) to

Issuer

GROUP [RGC]

(Check all applicable)

CEO

3. Date of Earliest Transaction

(Month/Day/Year) 01/08/2016

_X__ Director 10% Owner Other (specify X_ Officer (give title below) below)

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)

X Form filed by One Reporting Person Form filed by More than One Reporting

KNOXVILLE, TN 37918

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secur	ities Acqu	uired, Disposed of	f, or Beneficiall	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Di (Instr. 3,	sposed 4 and : (A) or	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	01/08/2016		F	4,345			616,510	D	
Class A Common Stock	01/09/2016		F	5,220	D	\$ 17.52	611,290	D	
Class A Common Stock	01/09/2016		A	66,199 (1)	A	\$ 0	677,489	D	
Class A	01/11/2016		F	5,865	D	\$	671,624	D	

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Common 17.95

Stock

Class A

31,102 D F Common 01/11/2016 640,522 D

Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative		,		Securities			(Instr. 3	and 4)		Own
	Security				Acquired			, ,,,,,			Follo
	Security				(A) or						Repo
					Disposed						Trans
					*						
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								А	mount		
								Oi			
						Date	Expiration		lumber		
						Exercisable	Date	01			
				Code V	(A) (D)						
				Code V	(A) (D)			5	hares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MILES AMY E						
REGAL ENTERTAINMENT GROUP 7132 REGAL LANE	X		CEO			

Signatures

KNOXVILLE, TN 37918

Peter B. Brandow, by Power of 01/12/2016 Attorney

> **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).

Reporting Owners 2

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Represents the number of performance shares converted to restricted stock upon meeting certain performance criteria over three

(1) consecutive years in connection with performance shares granted January 9, 2013 pursuant to Regal Entertainment Group's 2002 Stock Incentive Plan, as amended. The shares of restricted stock vest on January 9, 2017.

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.