

TYRRELL JACK
Form 5
January 11, 2013

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
TYRRELL JACK

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

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

RICHLAND VENTURES, 1201
16TH AVENUE SOUTH

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

NASHVILLE, TN 37212

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (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 | 02/03/2012 | | G | 8,190 ⁽¹⁾ D \$ 0 | 36,624 | D | |
| Class A Common Stock | 02/23/2011 | | G | 6,793 ⁽²⁾ D \$ 0 | 29,831 | D | |
| Class A Common | 02/23/2011 | | G | 21,701 ⁽³⁾ D \$ 0 | 8,130 | D | |

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Stock

| | | | | | | | | | |
|----------------------------|------------|---|---|---------|---|------|---------|---|---|
| Class A Common Stock | 02/03/2012 | Â | A | 8,190 | A | \$ 0 | 108,190 | I | by the Jack Tyrrell Revocable Trust ⁽⁴⁾ |
| Class A Common Stock | 02/23/2011 | Â | A | 28,494 | A | \$ 0 | 136,684 | I | by the Jack Tyrrell Revocable Trust ⁽⁴⁾ |
| Class A Common Stock | 12/17/2012 | Â | G | 136,684 | D | \$ 0 | 0 | I | by the Jack Tyrrell Revocable Trust |
| Class A Common Stock | 12/17/2012 | Â | A | 136,684 | A | \$ 0 | 136,684 | I | by the Sandra F. Tyrrell Revocable Trust ⁽⁵⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 100,000 | I | by the JRS Partners GP ⁽⁶⁾ |

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) | 8. Price of Derivative Security (Instr. 5) | 9. of D S B O E I F (I |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

TYRRELL JACK
RICHLAND VENTURES
1201 16TH AVENUE SOUTH
NASHVILLE, TN 37212

Â X Â Â Â

Signatures

Peter B. Brandow, by Power of
Attorney

01/11/2013

__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) Upon vesting of the restricted shares received 1/12/11, reporting person gifted the shares to the Jack Tyrrell Revocable Trust.
- (2) Upon vesting of the restricted shares received 1/13/10, reporting person gifted the shares to the Jack Tyrrell Revocable Trust.
- (3) Upon vesting of the restricted shares received 6/6/06, 1/10/07, 1/16/08 and 1/14/09, reporting person gifted the shares to the Jack Tyrrell Revocable Trust.

The Jack Tyrrell Revocable Trust (the "Trust") is the direct beneficial owner of the shares. The reporting person is the trustee of the Trust and may be deemed to have an indirect pecuniary interest in the shares owned by the Trust. The reporting person disclaims beneficial ownership of the shares held by the Trust except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that such reporting person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16") or any other purpose.

- (5) The 136,684 shares held by the Jack Tyrrell Revocable Trust were gifted to the Sandra F. Tyrrell Revocable Trust (the "SF Trust"). The SF Trust is the direct beneficial owner of the shares. The reporting person is the spouse of the trustee of the SF Trust and may be deemed to have an indirect pecuniary interest in the shares owned by the SF Trust. The reporting person disclaims beneficial ownership of the shares held by the SF Trust except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that such reporting person is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

- (6) JRS Partners GP ("JRS Partners") is the direct beneficial owner of 100,000 shares. The reporting person is a general partner of JRS Partners and may be deemed to have an indirect pecuniary interest in the Regal Entertainment Group Class A Common Stock (the "Shares") owned by JRS Partners. The reporting person disclaims beneficial ownership of the Shares held by JRS Partners except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that such reporting person is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.