

REGAL ENTERTAINMENT GROUP  
Form 4  
February 15, 2006

**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 \*  
DUNN GREGORY W

(Last) (First) (Middle)

C/O REGAL CINEMAS CORPORATION, 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)  
02/13/2006

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 and COO

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 or Price		
Class A Common Stock	02/13/2006		M		59,083 A \$ 5.37	69,663	D
Class A Common Stock	02/13/2006		S		33,100 D \$ 18.65	36,563	D
Class A Common Stock	02/13/2006		S		12,700 D \$ 18.66	23,863	D

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Class A Common Stock	02/13/2006	S	7,457	D	\$ 18.67	16,406	D
Class A Common Stock	02/13/2006	S	4,243	D	\$ 18.68	12,163	D
Class A Common Stock	02/13/2006	S	1,383	D	\$ 18.7	10,780	D
Class A Common Stock	02/13/2006	S	200	D	\$ 18.69	10,580	D
Class A Common Stock	02/14/2006	M	135,964	A	\$ 5.37	146,544	D
Class A Common Stock	02/14/2006	S	46,300	D	\$ 18.96	100,244	D
Class A Common Stock	02/14/2006	S	25,500	D	\$ 18.9	74,744	D
Class A Common Stock	02/14/2006	S	15,000	D	\$ 18.98	59,744	D
Class A Common Stock	02/14/2006	S	5,164	D	\$ 18.92	54,580	D
Class A Common Stock	02/14/2006	S	5,000	D	\$ 18.95	49,580	D
Class A Common Stock	02/14/2006	S	3,900	D	\$ 18.88	45,680	D
Class A Common Stock	02/14/2006	S	3,100	D	\$ 18.89	42,580	D
Class A Common Stock	02/14/2006	S	1,600	D	\$ 18.94	40,980	D
Class A Common Stock	02/14/2006	S	300	D	\$ 18.93	40,680	D
Class A Common	02/14/2006	S	100	D	\$ 18.97	40,580	D



## 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 stock option has vested with respect to 80% of the total underlying shares and vests with respect to the remaining 20% of the total 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.