REGAL ENTERTAINMENT GROUP

Form 4

February 15, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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OMB APPROVAL

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

obligations

Check this box

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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * **DUNN GREGORY W**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

REGAL ENTERTAINMENT GROUP [RGC]

(Check all applicable)

(Middle)

3. Date of Earliest Transaction

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

(Month/Day/Year) 02/13/2006

below) EVP and COO

C/O REGAL CINEMAS CORPORATION, 7132 REGAL LANE

(Street)

(First)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

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

Person

KNOXVILLE, TN 37918

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative S	ecurit	ies Acqui	red, Disposed of	or Beneficial	ly 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 of Dispose (Instr. 3, 4	d of (Ľ))	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
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	

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

Stock

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.

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 5.37	02/13/2006		M	59,083	<u>(1)</u>	05/03/2012	Class A Common Stock	59,083
Employee Stock Option (right to buy)	\$ 5.37	02/14/2006		M	135,964	<u>(1)</u>	05/03/2012	Class A Common Stock	135,96

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

DUNN GREGORY W C/O REGAL CINEMAS CORPORATION 7132 REGAL LANE KNOXVILLE, TN 37918

EVP and COO

Signatures

Peter B. Brandow, by power of attorney 02/15/2006

**Signature of Reporting Person Date

Reporting Owners 3

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.