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

#### REGAL ENTERTAINMENT GROUP

Form 4

December 29, 2006

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

OMB Number:

3235-0287

0.5

Check this box if no longer

January 31, Expires: 2005

**OMB APPROVAL** 

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response...

Form 5 obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* ANSCHUTZ PHILIP F

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

REGAL ENTERTAINMENT

GROUP [RGC]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

4. If Amendment, Date Original

(Instr. 8)

 $\mathbf{C}$ 

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

555 17TH STREET, SUITE 2400

(Street)

12/27/2006

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

Form filed by One Reporting Person \_X\_ Form filed by More than One Reporting

Person

DENVER, CO 80202

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership Form: Direct (D) or Indirect

Indirect Beneficial Ownership (Instr. 4)

7. Nature of

Following Reported Transaction(s) (Instr. 3 and 4)

(I) (Instr. 4)

Class A

Stock

Common 12/27/2006 Code V Amount

50,000,000

Price \$0

(A)

or

(D)

A

50,000,000 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.

SEC 1474 (9-02)

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

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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)	ransactionDerivative ode Securities Acquired		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Class B Common Stock	\$ 0 (1)	12/27/2006		C		50,000,000	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	50,000,

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
ANSCHUTZ PHILIP F 555 17TH STREET SUITE 2400 DENVER, CO 80202		X				
ANSCHUTZ CO 555 17TH STREET SUITE 2400 DENVER, CO 80202		X				

# **Signatures**

Robert M. Swysgood, by power of attorney	12/29/2006		
**Signature of Reporting Person	Date		
Robert M. Swysgood, by power of attorney	12/29/2006		
**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) Shares of Class B Common Stock may be converted at any time into shares of Class A Common Stock on a one-for-one basis, and have no expiration date.

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.

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