

REGAL ENTERTAINMENT GROUP  
Form 4  
October 06, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
BRANDOW PETER B

(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)  
10/04/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
EVP, General Counsel, Sec.

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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	(A) or (D)	Price
Class A Common Stock	10/04/2005		M <sup>(1)</sup>		1,842	A	\$ 5.37
					55,072		
Class A Common Stock	10/04/2005		S <sup>(1)</sup>		935	D	\$ 20.41
					54,137		
Class A Common Stock	10/04/2005		S <sup>(1)</sup>		522	D	\$ 20.4
					53,615		

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Class A Common Stock	10/04/2005	S <sup>(1)</sup>	358	D	\$ 20.42	53,257	D
Class A Common Stock	10/04/2005	S <sup>(1)</sup>	27	D	\$ 20.43	53,230	D

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

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SEC 1474  
(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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 5.37	10/04/2005		M <sup>(1)</sup>	1,842	<sup>(2)</sup> 05/03/2012	Class A Common Stock	1,842

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRANDOW PETER B C/O REGAL CINEMAS CORPORATION 7132 REGAL LANE KNOXVILLE, TN 37918			EVP, General Counsel, Sec.	

## Signatures

Peter B.  
Brandow

10/06/2005

Date

\_\_Signature of  
Reporting Person

## 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 exercise and sales reported on this Form 4 were effected pursuant to a preexisting Rule 10b5-1 trading plan adopted by the reporting person on June 15, 2005.  
The stock option has vested with respect to 60% of the original total underlying shares (as adjusted for extraordinary dividends) and vests
- (2) with respect to the remaining 40% of such underlying shares in equal installments of 20% on January 29 of each year until fully vested 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.  
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