

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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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 *
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| 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 |

Stock

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------|----------------------|
| | | | | 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 | 135,964 | |

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

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.

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