REGAL ENTERTAINMENT GROUP

Form 4

February 13, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

Expires:

3235-0287

January 31, 2005

Estimated average

0.5

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10% Owner

OMB APPROVAL

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

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction

30(h) of the Investment Company Act of 1940 1(b).

(Middle)

(Zip)

(Print or Type Responses)

(Last)

(City)

1. Name and Address of Reporting Person * **BRANDOW PETER B**

(First)

(State)

2. Issuer Name and Ticker or Trading

Symbol

REGAL ENTERTAINMENT GROUP [RGC]

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

02/11/2009

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

REGAL ENTERTAINMENT GROUP, 7132 REGAL LANE

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

X_ Officer (give title Other (specify below) EVP, General Counsel, Sec.

6. Individual or Joint/Group Filing(Check Applicable Line)

Director

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

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

KNOXVILLE, TN 37918

• • • • • • • • • • • • • • • • • • • •	•
1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Own	ership 7. Nature of
Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: I	Direct Indirect
(Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially (D) or	Beneficial
(Month/Day/Year) (Instr. 8) Owned Indirect	t (I) Ownership
Following (Instr. 4	4) (Instr. 4)
Reported	
(A) Transaction(s)	
or $(Instr. 3 \text{ and } 4)$	
Code V Amount (D) Price (Allisti S talls 1)	
Class A	
Common 02/11/2009 F 2,999 D \$ 10.07 138,565 D	
Stock 10.07	

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivativ		re		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BRANDOW PETER B REGAL ENTERTAINMENT GROUP 7132 REGAL LANE KNOXVILLE, TN 37918

EVP, General Counsel, Sec.

Signatures

Peter B. 02/13/2009 Brandow

**Signature of Date
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).

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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