

REGAL ENTERTAINMENT GROUP

Form 4

January 30, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
TYRRELL JACK

2. Issuer Name and Ticker or Trading Symbol
REGAL ENTERTAINMENT GROUP [RGC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/28/2015

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

**RICHLAND VENTURES, 1201
16TH AVENUE SOUTH**

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NASHVILLE, TN 37212

(City) (State) (Zip)

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	01/28/2015		A		5,241	A	\$ 20.99
Class A Common Stock					8,130	I	
Class A Common Stock					100,000	I	

by the Jack Tyrrell Revocable Trust ⁽¹⁾

by JRS Partners GP ⁽²⁾

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The Jack Tyrrell Revocable Trust (the "Trust") is the direct beneficial owner of 8,130 shares. The reporting person is the trustee of the Trust and may be deemed to have an indirect pecuniary interest in the shares owned by the trust. The reporting person disclaims beneficial ownership of the shares held by the Trust except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that such reporting person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16") or any other purpose.

- JRS Partners GP ("JRS Partners") is the direct beneficial owner of 100,000 shares. The reporting person is a general partner of JRS Partners and may be deemed to have an indirect pecuniary interest in the Regal Entertainment Group Class A Common Stock (the
- (2) "Shares") owned by JRS Partners. The reporting person disclaims beneficial ownership of the Shares held by JRS Partners except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that such reporting person is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

- The Sandra F. Tyrrell Revocable Trust (the "Trust") is the direct beneficial owner of 136,684 shares. The reporting person is the spouse of the trustee of the Trust and may be deemed to have an indirect pecuniary interest in the shares owned by the Trust. The reporting person
- (3) disclaims beneficial ownership of the shares held by the Trust except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that such reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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.