

REGAL ENTERTAINMENT GROUP

Form 4

May 16, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)
05/12/2005

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 ____ Other (specify
below) below)
EVP and COO

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	05/12/2005		M		42,483	A	\$ 5.37	53,063	D
Class A Common Stock	05/12/2005		S		10,700	D	\$ 19.93	42,363	D
Class A Common Stock	05/12/2005		S		5,383	D	\$ 19.92	36,980	D

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Class A Common Stock	05/12/2005	S	5,300	D	\$ 19.9	31,680	D
Class A Common Stock	05/12/2005	S	4,900	D	\$ 19.96	26,780	D
Class A Common Stock	05/12/2005	S	4,500	D	\$ 19.91	22,280	D
Class A Common Stock	05/12/2005	S	3,000	D	\$ 19.94	19,280	D
Class A Common Stock	05/12/2005	S	2,300	D	\$ 19.86	16,980	D
Class A Common Stock	05/12/2005	S	1,500	D	\$ 20	15,480	D
Class A Common Stock	05/12/2005	S	1,500	D	\$ 19.95	13,980	D
Class A Common Stock	05/12/2005	S	1,400	D	\$ 19.87	12,580	D
Class A Common Stock	05/12/2005	S	1,200	D	\$ 19.89	11,380	D
Class A Common Stock	05/12/2005	S	500	D	\$ 19.88	10,880	D
Class A Common Stock	05/12/2005	S	300	D	\$ 20.01	10,580	D

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 5.37	05/12/2005			M		42,483		<u>(1)</u>	05/03/2012	Class A Common Stock	42,483

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. Bradow, by power of attorney
05/16/2005

__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 60% of the total underlying shares and vests with respect to an additional 20% of the total underlying shares in equal installments 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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