

REGAL ENTERTAINMENT GROUP

Form 4

May 04, 2007

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DUNN GREGORY W

(Last) (First) (Middle)

**REGAL ENTERTAINMENT
GROUP, 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)
05/02/2007

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	05/02/2007		S		549 D \$ 21.84	107,612	D
Class A Common Stock	05/02/2007		S		505 D \$ 21.9	107,107	D
Class A Common Stock	05/02/2007		S		476 D \$ 21.97	106,631	D
Class A	05/02/2007		S		432 D \$	106,199	D

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Common Stock						22.13		
Class A Common Stock	05/02/2007	S	404	D	\$ 22.17	105,795	D	
Class A Common Stock	05/02/2007	S	389	D	\$ 21.94	105,406	D	
Class A Common Stock	05/02/2007	S	380	D	\$ 21.89	105,026	D	
Class A Common Stock	05/02/2007	S	375	D	\$ 21.93	104,651	D	
Class A Common Stock	05/02/2007	S	346	D	\$ 21.98	104,305	D	
Class A Common Stock	05/02/2007	S	346	D	\$ 22.26	103,959	D	
Class A Common Stock	05/02/2007	S	303	D	\$ 22.24	103,656	D	
Class A Common Stock	05/02/2007	S	293	D	\$ 21.85	103,363	D	
Class A Common Stock	05/02/2007	S	231	D	\$ 22.01	103,132	D	
Class A Common Stock	05/02/2007	S	115	D	\$ 22.18	103,017	D	
Class A Common Stock	05/02/2007	S	86	D	\$ 22.2	102,931	D	
Class A Common Stock	05/02/2007	S	43	D	\$ 21.82	102,888	D	
Class A Common Stock	05/02/2007	S	43	D	\$ 22.23	102,845	D	
Class A Common Stock	05/02/2007	S	15	D	\$ 21.83	102,830	D	

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DUNN GREGORY W REGAL ENTERTAINMENT GROUP 7132 REGAL LANE KNOXVILLE, TN 37918	EVP and COO

Signatures

/s/ Amy E. Miles, by power of attorney 05/04/2007

__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).

Remarks:

This is the second of two Forms 4 filed on behalf of Gregory W. Dunn on this date to reflect transactions made on May 2, 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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