

REGAL ENTERTAINMENT GROUP

Form 4

February 15, 2006

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)
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
____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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
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

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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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