

REGAL ENTERTAINMENT GROUP  
Form 4  
November 13, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
KAPLAN STEPHEN A

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)  
11/10/2006

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

C/O OAKTREE CAPITAL MANAGEMENT, LLC, 333 SOUTH GRAND AVENUE

(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

LOS ANGELES, CA 90071

(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	11/10/2006		C		300,000 (2)	A	(1) 300,000 (2)	I (2)	By OCM Principal Opportunities Fund II, L.P.
Class A Common Stock	11/10/2006		S		300,000 (2)	D	\$ 20.16 0	I (2)	By OCM Principal Opportunities Fund II, L.P.

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Amount or Number of Shares
Class B Common Stock	(3)	11/10/2006		C	300,000	(4) (1)	Class A Common Stock	300,000 (2)

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

KAPLAN STEPHEN A  
C/O OAKTREE CAPITAL MANAGEMENT, LLC  
333 SOUTH GRAND AVENUE  
LOS ANGELES, CA 90071

X

## Signatures

Stephen A. Kaplan 11/13/2006

\*\*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) None

The reported securities are owned directly by OCM Principal Opportunities Fund II, L.P. (the "Fund"), a limited partnership of which Oaktree Capital Management, LLC ("Oaktree") is the general partner. The reporting person, as the co-portfolio manager of the Fund and a Principal of Oaktree, may be deemed an indirect beneficial owner of the securities reported herein. The reporting person disclaims beneficial ownership of the securities reported herein, except to the extent of any pecuniary interest therein. The filing of this Form 4 shall not be construed as an admission that the reporting person is the beneficial owner of any securities covered by this Form 4.

(3) 1-for-1

(4) Immediately

## Edgar Filing: REGAL ENTERTAINMENT GROUP - Form 4

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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