

REGAL ENTERTAINMENT GROUP

Form 4

May 20, 2005

FORM 4UNITED 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 *
CAMPBELL MICHAEL L

(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)
05/18/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Co-Chairman and Co-CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)
Class A Common Stock	05/18/2005		M	240,821	A \$ 5.37	272,334	D
Class A Common Stock	05/18/2005		S	94,800	D \$ 20.37	177,534	D
Class A Common Stock	05/18/2005		S	56,116	D \$ 20.4	121,418	D

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Class A Common Stock	05/18/2005	S	21,100	D	\$ 20.36	100,318	D
Class A Common Stock	05/18/2005	S	4,900	D	\$ 20.38	95,418	D
Class A Common Stock	05/18/2005	S	2,600	D	\$ 20.39	92,818	D
Class A Common Stock	05/18/2005	S	1,100	D	\$ 20.35	91,718	D
Class A Common Stock	05/19/2005	M	88,400	A	\$ 5.37	180,118	D
Class A Common Stock	05/19/2005	S	25,000	D	\$ 20.39	155,118	D
Class A Common Stock	05/19/2005	S	15,000	D	\$ 20.35	140,118	D
Class A Common Stock	05/19/2005	S	14,900	D	\$ 20.38	125,218	D
Class A Common Stock	05/19/2005	S	6,800	D	\$ 20.4	118,418	D
Class A Common Stock	05/19/2005	S	3,800	D	\$ 20.37	114,618	D
Class A Common Stock	05/19/2005	S	800	D	\$ 20.36	113,818	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 Number Shares
Employee Stock Option (right to buy)	\$ 5.37	05/18/2005	M			240,821	<u>(1)</u>	05/03/2012	Class A Common Stock	240,821
Employee Stock Option (right to buy)	\$ 5.37	05/19/2005	M			88,400	<u>(1)</u>	05/03/2012	Class A Common Stock	88,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAMPBELL MICHAEL L C/O REGAL CINEMAS CORPORATION 7132 REGAL LANE KNOXVILLE, TN 37918	X		Co-Chairman and Co-CEO	

Signatures

Peter B. Brandow, by power of attorney
 05/20/2005
 **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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