MILES AMY E Form 4 January 18, 2012

## 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

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(b).

1. Name and Address of Reporting Person \* MILES AMY E

(Last) (First) (Middle)

REGAL ENTERTAINMENT GROUP, 7132 REGAL LANE

KNOXVILLE, TN 37918

(City)

(Zin)

(State)

(Street)

Symbol

2. Issuer Name and Ticker or Trading

REGAL ENTERTAINMENT GROUP [RGC]

3. Date of Earliest Transaction (Month/Day/Year)

01/13/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

**OMB APPROVAL** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_X\_\_ Director 10% Owner Other (specify X\_ Officer (give title below) below)

**CEO** 

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secur	ities Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or(A) or Di (Instr. 3,	sposed	of (D)	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)
Class A Common Stock	01/14/2012		A	28,187 (1)	A	\$ 0	493,422	D	
Class A Common Stock	01/13/2012		F	3,992	D	\$ 12.25	489,430	D	
Class A Common Stock	01/14/2012		F	1,937	D	\$ 12.25	487,493	D	
Class A	01/16/2012		F	4,509	D	\$	482,984	D	

Common 12.25 Stock

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	2. Conversion	3. Transaction Date (Month/Day/Year)	Execution Date, if	4. Transactio		6. Date Exercise Expiration D	ate	7. Title Amour	nt of	8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any (Month/Doy/Voor)	Code	of Dorivotive	(Month/Day/	y ear)	Underl		Security (Instr. 5)	Secui
(Instr. 3)	Price of Derivative		(Month/Day/Year)	(Instr. 8)	Derivative Securities			Securit	and 4)	(Instr. 5)	Bene
	Security				Acquired			(mstr	3 and 4)		Owne Follo
	Security				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						D.	г		or		
						Date Expiration Exercisable Date	Title	tle Number			
							Date		of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Othe		
MILES AMY E						
REGAL ENTERTAINMENT GROUP	X		CEO			
7132 REGAL LANE	Λ		CLO			
KNOXVILLE, TN 37918						

# **Signatures**

Peter B. Brandow by Power of Attorney 01/18/2012

\*\*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).

Represents the number of shares of restricted stock earned upon meeting certain performance criteria over three consecutive years in connection with performance shares granted on January 14, 2009, pursuant to Regal Entertainment Group's 2002 Stock Incentive Plan, as amended. These shares of restricted stock vest on January 14, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

## Edgar Filing: MILES AMY E - Form 4

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