

REGAL ENTERTAINMENT GROUP
 Form 4
 May 16, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 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)
 05/12/2005

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 below) ___ Other (specify 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	05/12/2005		M		42,483 A \$ 5.37	53,063	D
Class A Common Stock	05/12/2005		S		10,700 D \$ 19.93	42,363	D
Class A Common Stock	05/12/2005		S		5,383 D \$ 19.92	36,980	D

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Class A Common Stock	05/12/2005	S	5,300	D	\$ 19.9	31,680	D
Class A Common Stock	05/12/2005	S	4,900	D	\$ 19.96	26,780	D
Class A Common Stock	05/12/2005	S	4,500	D	\$ 19.91	22,280	D
Class A Common Stock	05/12/2005	S	3,000	D	\$ 19.94	19,280	D
Class A Common Stock	05/12/2005	S	2,300	D	\$ 19.86	16,980	D
Class A Common Stock	05/12/2005	S	1,500	D	\$ 20	15,480	D
Class A Common Stock	05/12/2005	S	1,500	D	\$ 19.95	13,980	D
Class A Common Stock	05/12/2005	S	1,400	D	\$ 19.87	12,580	D
Class A Common Stock	05/12/2005	S	1,200	D	\$ 19.89	11,380	D
Class A Common Stock	05/12/2005	S	500	D	\$ 19.88	10,880	D
Class A Common Stock	05/12/2005	S	300	D	\$ 20.01	10,580	D

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	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 or Number of Shares
Employee Stock Option (right to buy)	\$ 5.37	05/12/2005	M	42,483					(1)	05/03/2012	Class A Common Stock	42,483

Reporting Owners

Reporting Owner Name / Address

DUNN GREGORY W
 C/O REGAL CINEMAS CORPORATION
 7132 REGAL LANE
 KNOXVILLE, TN 37918

Relationships

Director 10% Owner Officer Other

EVP and COO

Signatures

Peter B. Brandow, by power of attorney
 05/16/2005

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