

AMC ENTERTAINMENT HOLDINGS, INC.

Form 4

March 10, 2015

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
COLANERO STEPHEN A

2. Issuer Name **and** Ticker or Trading
Symbol
AMC ENTERTAINMENT
HOLDINGS, INC. [AMC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
AMC ENTERTAINMENT
HOLDINGS INC, ONE AMC WAY,
11500 ASH STREET

3. Date of Earliest Transaction
(Month/Day/Year)
03/06/2015

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP & CHIEF MARKETING OFFICER

(Street)
LEAWOOD, KS 66211

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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. 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)
CLASS A COMMON STOCK	03/06/2015		M	352 ⁽²⁾ A	\$ 0 28,468	D	
CLASS A COMMON STOCK	03/06/2015		F	352 ⁽³⁾ D	\$ 0 28,116	D	

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**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Underlying Security (Instr. 3 and 4)
RESTRICTED STOCK UNIT (1)	\$ 0	03/06/2015		A	10,531	03/06/2018 (1)	CLASS A COMMON STOCK
RESTRICTED STOCK UNIT (1)	\$ 0	03/06/2015		C	352 (2)	03/06/2018 (1)	CLASS A COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships
COLANERO STEPHEN A AMC ENTERTAINMENT HOLDINGS INC ONE AMC WAY, 11500 ASH STREET LEAWOOD, KS 66211	Director 10% Owner Officer EVP & CHIEF MARKETING OFFICER

Signatures

/S/EDWIN F GLADBACH, ATTORNEY IN
FACT 03/10/2015

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) Each restricted stock unit ("RSU") represents the right to receive one share of Class A Common Stock ("Stock") within 30 days following the third anniversary of the grant date. This RSU award was granted on March 6, 2015 and is fully vested.
- (2) Represents accelerated conversion of RSUs and delivery of shares of Stock to cover the FICA tax withholding obligations at RSU vesting and income tax withholding obligations resulting from the accelerated delivery of Stock.
- (3) Represents the shares of Stock withheld to cover the tax withholding obligations described in footnote 2.

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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