Edgar Filing: REGAL ENTERTAINMENT GROUP - Form 4/A

REGAL ENTERTAINMENT GROUP

Form 4/A April 12, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB Number:

3235-0287

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Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CAMPBELL MICHAEL L

2. Issuer Name and Ticker or Trading

Symbol

REGAL ENTERTAINMENT

GROUP [RGC]

3. Date of Earliest Transaction

(Month/Day/Year) 05/06/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Chairman and CEO

(Last)

(City)

Stock

(Middle)

(Zip)

_X__ Director X_ Officer (give title

below)

Other (specify

10% Owner

C/O REGAL ENTERTAINMENT GROUP, 7132 REGAL LANE

(Street)

(State)

(First)

4. If Amendment, Date Original

Filed(Month/Day/Year)

05/06/2005

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

KNOXVILLE, TN 37918

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial Ownership (Month/Day/Year) (Instr. 8) Owned Indirect (I) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) (D) Price Code V Amount Class A Common 05/06/2005 M 10,933 42,446 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)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	erivative Expiration Date curities (Month/Day/Year) equired (A) Disposed of (a) entry (Month/Day/Year) equired (A) equired (A) equired (A) equired (A) equired (A)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 5.37 <u>(1)</u>	05/06/2005		M	10,933	<u>(2)</u>	05/03/2012	Class A Common Stock	10,933

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
CAMPBELL MICHAEL L C/O REGAL ENTERTAINMENT GROUP 7132 REGAL LANE KNOXVILLE, TN 37918	X		Chairman and CEO			

Signatures

Peter B. Brandow, by power of attorney

**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) See footnote 1 to the reporting person's originally filed Form 4 to which this amendment relates.
- (2) See footnote 2 to the reporting person's originally filed Form 4 to which this amendment relates.

Remarks:

Remarks: This Form 4 amendment is filed to include in the originally filed Form 4 to which this amendment relates an inadve 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.

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