

AMC ENTERTAINMENT HOLDINGS, INC.
 Form 4
 March 10, 2015

FORM 4

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

OMB APPROVAL

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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 *
CONNOR KEVIN M

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, ONE AMC WAY, 11500 ASH STREET

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, GC & SECRETARY

(Street)
LEAWOOD, KS 66211

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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. 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 (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
CLASS A COMMON STOCK	03/06/2015		M	188 ⁽²⁾ A	\$ 0	21,451.89	D
CLASS A COMMON STOCK	03/06/2015		F	188 ⁽³⁾ D	\$ 0	21,263.89	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 of Underlying Security (Instr. 3 and 4)
RESTRICTED STOCK UNIT ⁽¹⁾	\$ 0	03/06/2015		A	5,432	03/06/2018 ⁽¹⁾	CLASS A COMMON STOCK
RESTRICTED STOCK UNIT ⁽¹⁾	\$ 0	03/06/2015		C	188 ⁽²⁾	03/06/2018 ⁽¹⁾	CLASS A COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONNOR KEVIN M AMC ENTERTAINMENT HOLDINGS ONE AMC WAY, 11500 ASH STREET LEAWOOD, KS 66211			SVP, GC & SECRETARY	

Signatures

/S/EDWIN F GLADBACH, ATTORNEY IN FACT
Date: 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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