#### REGAL ENTERTAINMENT GROUP

Form 4

January 14, 2014

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

1(b).

(Last)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* **BRANDOW PETER B** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

REGAL ENTERTAINMENT

**GROUP** [RGC]

(Check all applicable)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 01/11/2014

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

EVP, General Counsel, Sec.

REGAL ENTERTAINMENT GROUP, 7132 REGAL LANE

(Street)

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

KNOXVILLE, TN 37918

(City)	(State)	(Zip) <b>Tabl</b>	le I - Non-I	Derivative	Secur	ities Acqu	uired, 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. Transactio Code (Instr. 8)	ransaction(A) or Disposed of (D) ode (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
<b>~</b> 1			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Class A Common Stock	01/11/2014		F	1,712	D	\$ 19.81	217,105	D	
Class A Common Stock	01/12/2014		F	1,639	D	\$ 19.81	215,466	D	
Class A Common Stock	01/12/2014		A	20,727 (1)	A	\$ 0	236,193	D	
Class A	01/13/2014		F	7,212	D	\$	228,981	D	

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Common 19.67

Stock

Class A

Common 01/13/2014 F 1.360 227,621 D

Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	of Derivative		ate	7. Titl Amou Under Secur	int of rlying rities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired (A) or			(Instr.	. 3 and 4)		Owne Follo Repo
					Disposed of (D)						Trans (Instr
					(Instr. 3, 4, and 5)						(IIIsti
					.,				Amount		
						Date Exercisable	Expiration Date	Title	or Number		
				Code V	(A) (D)				of Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

**BRANDOW PETER B** REGAL ENTERTAINMENT GROUP 7132 REGAL LANE KNOXVILLE, TN 37918

EVP, General Counsel, Sec.

**Signatures** 

Peter B. 01/14/2014 Brandow

\*\*Signature of Date Reporting Person

Reporting Owners 2

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## **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 12, 2011 pursuant to Regal Entertainment Group's 2002 Stock Incentive Plan, as amended. These shares of restricted stock vest on January 12, 2015.

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.