REGAL ENTERTAINMENT GROUP

Form 4

January 12, 2016

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

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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)

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]

01/08/2016

(Check all applicable)

EVP, General Counsel, Sec.

REGAL ENTERTAINMENT

(First)

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

Director _X__ Officer (give title below)

10% Owner Other (specify

GROUP, 7132 REGAL LANE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

(Street) Filed(Month/Day/Year)

(Middle)

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

KNOXVILLE, TN 37918

(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. Transactio Code (Instr. 8)	, ,			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)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Class A Common Stock	01/08/2016		F	1,338	D	\$ 17.52	246,221	D			
Class A Common Stock	01/09/2016		F	1,747	D	\$ 17.52	244,474	D			
Class A Common Stock	01/09/2016		A	19,611 (1)	A	\$ 0	264,085	D			
Class A	01/11/2016		F	1,714	D	\$	262,371	D			

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Common 17.95

Stock

Class A

Common 01/11/2016 F 9.208 253,163 D

Stock

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

2. Conversion			4. Transacti	5. orNumber					8. Price of Derivative	9. Nu Deriv
or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
Price of		(Month/Day/Year)	(Instr. 8)						(Instr. 5)	Bene
Derivative				Securities			(Instr. 3	3 and 4)		Owne
Security				Acquired						Follo
				(A) or						Repo
				Disposed						Trans
				of (D)						(Instr
				(Instr. 3,						
				4, and 5)						
								Amount		
					Date	Expiration				
					Exercisable	Date				
			Code V	(A) (D)						
	Conversion or Exercise Price of Derivative	Conversion (Month/Day/Year) or Exercise Price of Derivative	Conversion (Month/Day/Year) Execution Date, if or Exercise any Price of (Month/Day/Year) Derivative	Conversion (Month/Day/Year) Execution Date, if Transaction Exercise any Code Price of (Month/Day/Year) (Instr. 8) Derivative Security	Conversion (Month/Day/Year) Execution Date, if TransactionNumber or Exercise any Code of Price of (Month/Day/Year) (Instr. 8) Derivative Security Acquired (A) or Disposed of (D) (Instr. 3,	Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration D or Exercise any Code of (Month/Day/Pear) (Instr. 8) Derivative Securities Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable	Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date or Exercise any Code of (Month/Day/Year) Price of (Month/Day/Year) (Instr. 8) Derivative Securities Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date Expiration Exercisable Date	Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date any Code of (Month/Day/Year) Underly Price of (Month/Day/Year) (Instr. 8) Derivative Securities (Instr. 5) Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Exercisable Date Title	Conversion (Month/Day/Year) Execution Date, if any Code of (Month/Day/Year) Underlying Securities Price of (Month/Day/Year) (Instr. 8) Derivative Securities Security Securities (Instr. 3 and 4) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date Amount of (Month/Day/Year) Underlying Securities Amount of (Month/Day/Year) Underlying Securities (Instr. 3 and 4) Amount of (Month/Day/Year) Underlying Securities (Instr. 3 and 4) Amount of (Month/Day/Year) Underlying Securities (Instr. 3 and 4) Amount or Title Number of	Conversion of Conversion of Conversion of Exercise of Code of

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. 01/12/2016 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 performance shares converted to restricted stock upon meeting certain performance criteria over three
- (1) consecutive years in connection with performance shares granted January 9, 2013 pursuant to Regal Entertainment Group's 2002 Stock Incentive Plan, as amended. The shares of restricted stock vest on January 9, 2017.

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.