

REGAL ENTERTAINMENT GROUP

Form 4

November 13, 2009

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 *
ANSCHUTZ PHILIP F

2. Issuer Name **and** Ticker or Trading
Symbol
REGAL ENTERTAINMENT
GROUP [RGC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
555 SEVENTEENTH STREET,
SUITE 2400

3. Date of Earliest Transaction
(Month/Day/Year)
11/11/2009

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

(Street)
DENVER, CO 80202

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	11/11/2009		S		7,500,000	D	\$ 13.41	50,000,000	I	By Anschutz Company <u>(1)</u> <u>(2)</u>
Class A Common Stock	11/11/2009		P		7,500,000	A	\$ 13.41	7,500,000	I	By Anschutz Family Investment Company LLC ⁽²⁾

By
Anschutz
Company
(1) (2)

By
Anschutz
Family
Investment
Company
LLC (2)

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

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(9-02)

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ANSCHUTZ PHILIP F 555 SEVENTEENTH STREET, SUITE 2400 DENVER, CO 80202	X
ANSCHUTZ CO 555 SEVENTEENTH STREET, SUITE 2400 DENVER, CO 80202	X

Signatures

Robert M. Swysgood by Power of Attorney (on behalf of Philip F. Anschutz)	11/13/2009
__Signature of Reporting Person	Date
Robert M. Swysgood by Power of Attorney (on behalf of Philip F. Anschutz for Anschutz Company)	11/13/2009
__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) Philip F. Anschutz is the sole shareholder of Anschutz Company ("AC") which is the registered owner of the securities being transferred to Anschutz Family Investment Company LLC ("AFIC")

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(2) AC is the manager and one percent owner of AFIC and may be deemed to beneficially own all shares held by AFIC

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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