

REGAL ENTERTAINMENT GROUP

Form 4

November 07, 2008

**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 \*  
**TYRRELL JACK**

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)

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

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

**RICHLAND VENTURES, 1201  
16TH AVENUE SOUTH**

**11/06/2008**

(Street)

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

**NASHVILLE, TN 37212**

(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            | 11/06/2008                           |  | P                              |   | 49,938  | A  | \$ 10.82  |
|                                 |                                      |  |                                |   |   |  | 63,147  |
|                                 |                                      |  |                                |   |   |  | I (1)   |
|                                 |                                      |  |                                |   |   |  | See Footnote 1  |
| Class A Common Stock            | 11/06/2008                           |  | P                              |   | 62  | A  | \$ 10.85  |
|                                 |                                      |  |                                |   |   |  | 63,209  |
|                                 |                                      |  |                                |   |   |  | I (1)   |
|                                 |                                      |  |                                |   |   |  | See Footnote 1  |
| Class A Common Stock            | 11/06/2008                           |  | P                              |   | 17,200  | A  | \$ 10.25  |
|                                 |                                      |  |                                |   |   |  | 80,409  |
|                                 |                                      |  |                                |   |   |  | I (1)   |
|                                 |                                      |  |                                |   |   |  | See Footnote 1  |
| Class A Common Stock            | 11/06/2008                           |  | P                              |   | 7,800   | A  | \$ 11.25  |
|                                 |                                      |  |                                |   |   |  | 88,209  |
|                                 |                                      |  |                                |   |   |  | I (1)   |
|                                 |                                      |  |                                |   |   |  | See Footnote 1  |

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|                      |            |  |   |        |   |          |         |                  |                |
|----------------------|------------|--|---|--------|---|----------|---------|------------------|----------------|
| Common Stock         |            |  |   |        |   | 10.14    |         |                  | Footnote 1     |
| Class A Common Stock | 11/06/2008 |  | P | 40,000 | A | \$ 10.74 | 128,209 | I <sup>(2)</sup> | See Footnote 2 |
| Class A Common Stock | 11/06/2008 |  | P | 6,936  | A | \$ 10.72 | 135,145 | I <sup>(2)</sup> | See Footnote 2 |
| Class A Common Stock | 11/06/2008 |  | P | 3,064  | A | \$ 10.75 | 138,209 | I <sup>(2)</sup> | See Footnote 2 |
| Class A Common Stock | 11/06/2008 |  | P | 20,300 | A | \$ 10.24 | 158,509 | I <sup>(2)</sup> | See Footnote 2 |
| Class A Common Stock | 11/06/2008 |  | P | 2,900  | A | \$ 10.18 | 161,409 | I <sup>(2)</sup> | See Footnote 2 |
| Class A Common Stock | 11/06/2008 |  | P | 1,800  | A | \$ 10.2  | 163,209 | I <sup>(2)</sup> | See Footnote 2 |

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. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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 |
| TYRRELL JACK<br>RICHLAND VENTURES<br>1201 16TH AVENUE SOUTH<br>NASHVILLE, TN 37212 | X             |           |         |       |

## Signatures

Jack Tyrrell 11/07/2008

  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).

JRS Partners GP ("JRS Partners") is the direct beneficial owner of the shares. The reporting person is a general partner of JRS Partners and may be deemed to have an indirect pecuniary interest in the Regal Entertainment Group Class A Common Stock (the "Shares") owned by JRS Partners. The reporting person disclaims beneficial ownership of the Shares held by JRS Partners except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that such reporting person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16") or for any other purpose.

The Jack Tyrrell Revocable Trust (the "Trust") is the direct beneficial owner of the Shares. The reporting person is the trustee of the Trust and may be deemed to have an indirect pecuniary interest in the Shares owned by the Trust. The reporting person disclaims beneficial ownership of the Shares held by the Trust except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that such reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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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