Edgar Filing: REGAL ENTERTAINMENT GROUP - Form 4

REGAL ENTERTAINMENT GROUP

Form 4

November 07, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005 Estimated average

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

may continue. See Instruction

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 * **GSCP NJ INC**

(First)

(Street)

2. Issuer Name and Ticker or Trading

Issuer

Symbol

REGAL ENTERTAINMENT

(Check all applicable)

5. Relationship of Reporting Person(s) to

GROUP [RGC]

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

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

500 CAMPUS DRIVE, SUITE 220

(Middle)

11/06/2006

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) Form filed by One Reporting Person

X Form filed by More than One Reporting

FLORHAM PARK, NJ 07932

(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. Transactic Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		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)	
Class A Common Stock	11/06/2006		S	58,800	` /	\$ 20.26	8,866,055	D (1)	

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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	;		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	T:41-	or Namelana		
						Exercisable	Date	Title	Number		
				C-J- V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
GSCP NJ INC 500 CAMPUS DRIVE SUITE 220 FLORHAM PARK, NJ 07932		X				
GSCP RECOVERY INC 500 CAMPUS DRIVE SUITE 220 FLORHAM PARK, NJ 07932		X				

Signatures

/s/ Michael R.

Caputo 11/07/2006 **Signature of Date Reporting Person

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).

GSCP Recovery, Inc. and GSCP (NJ), Inc. are making this joint filing on their behalf and on behalf of the following entities: GSCP (NJ), L.P., Greenwich Street Investments II, L.L.C., Greenwich Street Capital Partners II, L.P., GSCP Offshore Fund, L.P., Greenwich Fund, L.P., Greenwich Street Employees Fund L.P. and TRV Executive Fund, L.P. (collectively, the "Affiliates"). See Exhibit 99 for joint filer

(1) information. GSCP (NJ), L.P. is the manager of GSCP Recovery, Inc. and GSCP (NJ), Inc. is the sole general partner of GSCP (NJ), L.P., Greenwich Street Investments II, L.L.C. is the general partner of Greenwich Street Capital Partners II, L.P., GSCP Offshore Fund, L.P., Greenwich Street Employees Fund, L.P., Greenwich Fund, L.P. and TRV Executive Fund, L.P., which collectively own all of the outstanding capital stock of GSCP Recovery, Inc.

Remarks:

Exhibit List:

Exhibit 99 - Joint Filer Information

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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