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REGAL ENTERTAINMENT GROUP

Form 4

October 31, 2006

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

OMB Number:

3235-0287 January 31,

0.5

Check this box if no longer

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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Form 5 obligations may continue. See Instruction

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * **GSCP NJ INC**

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

REGAL ENTERTAINMENT GROUP [RGC]

(Last)

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

Director Officer (give title below)

10% Owner Other (specify

500 CAMPUS DRIVE, SUITE 220

(Month/Day/Year) 10/30/2006

Filed(Month/Day/Year)

(Street)

4. If Amendment, Date Original

Applicable Line)

Form filed by One Reporting Person

6. Individual or Joint/Group Filing(Check

X Form filed by More than One Reporting Person

FLORHAM PARK, NJ 07932

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3.	4. Securitie		` '	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)	(Wolldin Day, Tear)	any	Code	(Instr. 3, 4	,	,	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(4)		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Class A			_			\$		- (1)	

Common 10/30/2006 Stock

S 100,000 D

20.51

8,948,905

 $D^{(1)}$

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)

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1. Titl Deriv Secur (Instr.	ative ity	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. tiorNumber of) Derivativ Securities Acquired (A) or Disposed of (D)	s I	ate	Amou Under Secur	Citle and arount of derlying curities str. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans
					Code \	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	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 10/31/2006

**Signature of Person 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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