

REGAL ENTERTAINMENT GROUP  
Form 4  
May 04, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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 \*  
OCM PRINCIPAL  
OPPORTUNITIES FUND II LP

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)  
  
C/O OAKTREE CAPITAL MANAGEMENT, LLC, 333 SOUTH GRAND AVENUE, 28TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
05/02/2006

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

(Street)  
  
LOS ANGELES, CA 90071

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

(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            | 05/02/2006                           |  | C                              |   | 2,000,000   | A  | 11  |
| Class A Common Stock            | 05/02/2006                           |  | S                              |   | 2,000,000   | D  | \$ 20.63  |

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

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SEC 1474  
(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) |                      |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                | Amount or Number of Shares |
| Class B Common Stock                       | (4)  | 05/02/2006                           |  | C                              | 2,000,000   | (5)  | (1)   | Class A Common Stock | 2,000,000                  |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

OCM PRINCIPAL OPPORTUNITIES FUND II LP  
C/O OAKTREE CAPITAL MANAGEMENT, LLC  
333 SOUTH GRAND AVENUE, 28TH FLOOR  
LOS ANGELES, CA 90071

X

OAKTREE CAPITAL MANAGEMENT LLC  
333 SOUTH GRAND AVENUE, 28TH FLOOR  
LOS ANGELES, CA 90071

X

KAPLAN STEPHEN A  
C/O OAKTREE CAPITAL MANAGEMENT, LLC  
333 SOUTH GRAND AVENUE  
LOS ANGELES, CA 90071

X

## Signatures

OCM Principal Opportunities Fund II, L.P.; By: Oaktree Capital Management, LLC, its General Partner

05/04/2006

\_\_Signature of Reporting Person

Date

Oaktree Capital Management, LLC

05/04/2006

\_\_Signature of Reporting Person

Date

Stephen A. Kaplan

05/04/2006

\_\_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) None

This Form 4 is filed jointly by OCM Principal Opportunities Fund II, L.P. (the "Fund") and Oaktree Capital Management, LLC ("Oaktree") as 10% owners of the Issuer and Stephen A. Kaplan ("Kaplan") as a director of the Issuer. The securities reported herein are held directly by the Fund. Oaktree, as the general partner of the Fund, and Kaplan, as the co-portfolio manager of the Fund and a Principal of Oaktree, may be deemed indirect beneficial owners of the securities reported herein. Except to the extent of their respective pecuniary interest, Oaktree and Kaplan disclaim beneficial ownership of the securities reported herein and the filing of this Form 4 shall not be construed as an admission that any such person is the beneficial owner of any securities covered by this Form 4.

Oaktree is a limited liability company managed by an executive committee, the members of which are Howard S. Marks, Bruce A. Karsh, Sheldon M. Stone, D. Richard Masson, Larry W. Keele, Stephen A. Kaplan, John B. Frank, David Kirchheimer and Kevin L. Clayton. In such capacity, each of such persons may be deemed indirect beneficial owners of the securities reported herein. Except to the extent of their respective pecuniary interest, each of such persons disclaim beneficial ownership of the securities reported herein and the filing of this Form 4 shall not be construed as an admission that any such person is the beneficial owner of any securities covered by this Form 4.

(4) 1-for-1

(5) Immediately

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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