

WORLD WRESTLING ENTERTAINMENTINC

Form 4

May 17, 2016

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 *
MCMAHON VINCENT K

2. Issuer Name and Ticker or Trading Symbol
WORLD WRESTLING ENTERTAINMENTINC [WWE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/16/2016

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

1241 EAST MAIN STREET

(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

STAMFORD, CT 06902

(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)
Class A Common Stock, par value \$.01 per share	05/16/2016		M	2,191,894	A (1) 2,191,894	I	By GRAT (2)
Class A Common Stock, par value \$.01 per share	05/16/2016		S(3)	2,191,894	D \$ 16.50 (4) (3)	I	By GRAT (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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock, par value \$0.01 per share ⁽⁵⁾	\$ 0	05/16/2016		M	2,191,894	<u>(6)</u>	<u>(6)</u>	Class A Common Stock, par value \$0.01 per share	2,191,894
Class B Common Stock, par value \$0.01 per share ⁽⁵⁾	\$ 0					<u>(6)</u>	<u>(6)</u>	Class A Common Stock, par value \$0.01 per share	35,533,300

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCMAHON VINCENT K 1241 EAST MAIN STREET STAMFORD, CT 06902	X	X	Chief Executive Officer	

Signatures

/s/ Vincent K.
McMahon 05/17/2016

**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) The Vincent K. McMahon 2013 Irrev. Trust U/A dtd. December 5, 2013 (the "GRAT") converted 2,191,894 shares of Class B Common Stock into 2,191,894 shares of Class A Common Stock on May 16, 2016.

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- On December 6, 2013 Vincent K. McMahon ("Mr. McMahon") gifted 8,500,000 shares of Class B Common Stock to the GRAT. Mr. McMahon established the GRAT for the benefit of Mr. McMahon and certain members of Mr. McMahon's family. Mr. McMahon's wife, Linda McMahon, is trustee of the GRAT and has sole voting power and authority, and Linda McMahon and Mr. McMahon (as special trustee of the GRAT) each has unilateral power and authority to sell Class B Common Stock held by the GRAT.
- (2) Linda McMahon, is trustee of the GRAT and has sole voting power and authority, and Linda McMahon and Mr. McMahon (as special trustee of the GRAT) each has unilateral power and authority to sell Class B Common Stock held by the GRAT.
- (3) All 2,191,894 of the shares of Class A Common Stock were sold in a block sale at a price of \$16.50 per share.
- Excludes 100 shares of Class A Common Stock and 566,670 shares of Class B Common Stock owned individually by Mr. McMahon's wife, Linda McMahon, the beneficial ownership of which has been reported separately by Linda McMahon and disclaimed by Mr. McMahon.
- (4) wife, Linda McMahon, the beneficial ownership of which has been reported separately by Linda McMahon and disclaimed by Mr. McMahon.
- (5) Class B Common Stock is convertible, on a one-for-one basis, at any time into Class A Common Stock at the option of the holder.
- (6) N/A

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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