

WORLD WRESTLING ENTERTAINMENTINC
 Form 4
 December 11, 2015

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 *
 Vincent K. McMahon 2013 Irrev.
 Trust U/A dtd. December 5, 2013

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)
 12/07/2015

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

C/O MCMAHON VENTURES,
 LLC, 1055 WASHINGTON
 BOULEVARD, 5TH FLOOR

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

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)

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| 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 ⁽¹⁾ ₍₂₎ | \$ 0 | 12/07/2015 | | G ⁽³⁾ | V 2,209,773 | <u>(4)</u> | <u>(4)</u> | Class A Common Stock, par value \$0.01 per share | 2,209,773 |
| Class B Common Stock, par value \$0.01 per share | \$ 0 | | | | | <u>(4)</u> | <u>(4)</u> | Class A Common Stock, par value \$0.01 per share | 566,670 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Vincent K. McMahon 2013 Irrev. Trust U/A dtd. December 5, 2013 C/O MCMAHON VENTURES, LLC 1055 WASHINGTON BOULEVARD, 5TH FLOOR STAMFORD, CT 06902 | | X | | |
| McMahon Linda E. C/O MCMAHON VENTURES, LLC 1055 WASHINGTON BOULEVARD, 5TH FLOOR STAMFORD, CT 06901 | | X | | |

Signatures

/s/ Paul C. Cancilla, Attorney-in-Fact, on behalf of Ms. McMahon, individually 12/11/2015
__Signature of Reporting Person Date

/s/ Paul C. Cancilla, Attorney-in-Fact, on behalf of Ms. McMahon, as Trustee of the GRAT 12/11/2015
__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)

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This Form 4 is jointly filed by the Vincent K. McMahon 2013 Irrev. Trust U/A dtd. December 5, 2013 (the "GRAT") and Linda E. McMahon ("Ms. McMahon"). Ms. McMahon is the trustee of the GRAT, which was established by Vincent K. McMahon ("Mr. McMahon") for the benefit of Mr. McMahon and certain members of Mr. McMahon's family to hold a portion of the shares of Class B Common Stock previously owned directly by Mr. McMahon. Ms. McMahon has sole voting power and authority, and Ms. McMahon and Mr. McMahon (as special trustee of the GRAT) each has unilateral power and authority to sell, with respect to the 3,739,266 shares of Class B Common Stock held by the GRAT. During the initial three-year term of the GRAT, an annual annuity amount is payable to Mr. McMahon (or his estate) in trust shares of Class B Common Stock or other property.

On the termination of the GRAT, after annuity distributions to Mr. McMahon (or his estate), any remaining trust shares of Class B Common Stock or other property will under certain circumstances pass to successor trusts for other members of Mr. McMahon's family.

- (2) Mr. McMahon will not act as trustee of such successor trusts and will have no voting or investment power with respect to their assets. Mr. McMahon will separately report any non-exempt transactions with respect his shares of Class B Common Stock pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.
- (3) Represents the second annual annuity distribution to Vincent K. McMahon pursuant to the terms of the GRAT. The gift is being reported early on a voluntary basis by Ms. McMahon and the GRAT.
- (4) Class B Common Stock is convertible at any time into Class A Common Stock on a one-for-one basis at the option of the holder.
These shares are owned directly by the GRAT and indirectly by Ms. McMahon, as trustee of the GRAT. Ms. McMahon may be deemed to be ten percent owners of the issuer. Excludes other Class B Common Stock owned by Mr. McMahon, the beneficial ownership of which is reported separately by Mr. McMahon and disclaimed by Ms. McMahon and the GRAT.
- (6) These shares are owned solely by Ms. McMahon. The GRAT does not beneficially own any of these shares.

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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