

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 <sup>(5)</sup> | \$ 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 <sup>(5)</sup> | \$ 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<br>1241 EAST MAIN STREET<br>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) 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.
  - (5) 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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