

WORLD WRESTLING ENTERTAINMENTINC
 Form 4
 August 18, 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

(Last) (First) (Middle)

C/O WORLD WRESTLING ENTERTAINMENT, INC., 1241 EAST MAIN STREET

(Street)

STAMFORD, CT 06902

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 08/17/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
Class A Common Stock, par value \$.01 per share	08/17/2016		M	1,547,372	A	1,547,372	I	By GRAT ⁽²⁾
Class A Common Stock, par value \$.01 per share	08/17/2016		S ⁽³⁾	1,547,372	D	\$ 19.32 ⁽⁴⁾	I	By GRAT ⁽²⁾

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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 \$.01 per share ⁽⁵⁾	\$ 0	08/17/2016		M	1,547,372	<u>(6)</u>	<u>(6)</u>	Class A Common Stock, par value, \$.01 per share	1,547,372
Class B Common Stock, par value \$.01 per share ⁽⁵⁾	\$ 0					<u>(6)</u>	<u>(6)</u>	Class A Common Stock, par value \$.01 per share	35,533,300

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCPHON VINCENT K C/O WORLD WRESTLING ENTERTAINMENT, INC. 1241 EAST MAIN STREET STAMFORD, CT 06902	X	X	Chief Executive Officer	

Signatures

/s/ Vincent K. McMahon 08/18/2016

**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 1,547,372 shares of Class B Common Stock into 1,547,372 shares of Class A Common Stock on August 17, 2016.

(2) 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.

(3) All 1,547,372 of the shares of Class A Common Stock were sold in a block sale at a price of \$19.32 per share.

(4) 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.

(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

(7) The GRAT no longer owns any shares of the Registrant's common stock.

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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