

Levesque Stephanie
 Form 4
 May 17, 2013

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 *
 Levesque Stephanie

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 05/15/2013

____ Director ____X__ 10% Owner
 ____X__ Officer (give title below) ____ Other (specify below)
 EVP, Creative

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____X__ 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 Ownership (Instr. 4)			
				(A) or (D)	Price					
Class A Common Stock, par value \$.01 per share	05/15/2013		M	420,000	A	Ⓐ	420,000	I	By Trust (2)	
Class A Common Stock, par value \$.01 per share	05/15/2013		S	20,940	D	\$	9.19 (3)	399,060	I	By Trust (2)

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Class A Common Stock, par value \$.01 per share	05/16/2013	S	15,802	D	\$ 9.14 <u>(4)</u>	383,258	I	By Trust <u>(2)</u>
Class A Common Stock, par value \$.01 per share						51,945 <u>(5)</u>	D	

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 <u>(6)</u>	\$ 0	05/15/2013		M	420,000	<u>(7)</u>	<u>(7)</u>	Class A Common Stock, par value \$.01 per share	420,000
Class B Common Stock, par value \$.01 per share <u>(6)</u>	\$ 0					<u>(7)</u>	<u>(7)</u>	Class A Common Stock, par value \$.01 per share	1,849,393

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
	X	EVP, Creative	

Levesque Stephanie
C/O WORLD WRESTLING ENTERTAINMENT, INC.
1241 EAST MAIN STREET
STAMFORD, CT 06902

Signatures

/s/ Paul C. Cancilla, Attorney-in-Fact for Stephanie
Levesque

05/17/2013

__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) Stephanie Levesque converted 420,000 shares of Class B Common Stock into 420,000 shares of Class A Common Stock on May 15, 2013.
- Stephanie Levesque is the sole beneficiary and Investment Director of the Stephanie McMahon Levesque Trust U/A Vincent K.
- (2) McMahon Irrev. Trust dtd. 6/24/04 ("2004 Trust"). As Investment Director, Stephanie Levesque has sole voting and investment power and authority over shares of WWE stock held by the 2004 Trust.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.14 to \$9.31, inclusive. The reporting person undertakes to provide to World Wrestling Entertainment, Inc., any security holder of World Wrestling Entertainment, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (3) and (4) to this Form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.05 to \$9.194, inclusive.
- (4) Excludes securities owned by filer's husband, the beneficial ownership of which is reported separately by the filer's husband and disclaimed by the filer.
- (5) Class B Common Stock is convertible at any time into Class A Common Stock at the option of the holder.
- (6) N/A
- Stephanie Levesque is the beneficiary and Investment Director of the Stephanie McMahon Levesque Trust u/a Vincent K. McMahon
- (8) Irrev. Trust dtd. 12/23/2008 ("2008 Trust"). As Investment Director, Stephanie Levesque has sole investment power and authority over shares of WWE stock held by the 2008 Trust.

Remarks:

Exhibit list: 24.1 Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.