

WORLD WRESTLING ENTERTAINMENTINC

Form 4

August 11, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(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)
08/07/2015

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 Brand 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)				
			Code	V	Amount						
Class A Common Stock, par value \$.01 per share	08/07/2015		M		609,733	A	<u>(1)</u>	609,733	I	By Trust <u>(2)</u>	
Class A Common Stock, par value \$.01 per share	08/10/2015		S ⁽³⁾		46,794	D	\$ <u>(4)</u>	21.64	562,939	I	By Trust <u>(2)</u>

Class A Common Stock, par value \$.01 per share	08/11/2015	S ⁽³⁾	59,137	D	\$ 20.68 <u>(5)</u>	503,802 <u>(5)</u>	I	By Trust <u>(2)</u>
Class A Common Stock, par value \$.01 per share						63,527 <u>(6)</u>	D	

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)

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>(7)</u>	\$ 0	08/07/2015		M	609,733	<u>(8)</u>	<u>(8)</u>	Class A Common Stock, par value \$.01 per share	609,733
Class B Common Stock, par value \$.01 per share <u>(7)</u>	\$ 0					<u>(8)</u>	<u>(8)</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		Chief Brand Officer	

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

08/11/2015

__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) Stephanie Levesque converted 609,733 shares of Class B Common Stock into 609,733 shares of Class A Common Stock on August 7, 2015.
- 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.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 27, 2015, which adoption was publicly disclosed by the Issuer in a Form 8-K filed with the Securities and Exchange Commission on May 29, 2015.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.17 to \$22.17, 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 (4) and (5) to this Form 4.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.67 to \$20.97, inclusive.
- (5) Excludes securities owned by Stephanie Levesque's husband, Paul Levesque, the beneficial ownership of which is reported separately by Paul Levesque and disclaimed by Stephanie Levesque.
- (6) 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.
- (7) N/A
- (8) Stephanie Levesque is the beneficiary and Investment Director of the Stephanie McMahon Levesque Trust u/a Vincent K. McMahon
- (9) 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.

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.