MCMAHON VINCENT K

Form 4

March 27, 2013

FORM 4

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

OMB Number:

3235-0287 January 31,

0.5

Check this box if no longer

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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response...

Form 5 obligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MCMAHON VINCENT K Issuer Symbol WORLD WRESTLING (Check all applicable) **ENTERTAINMENTINC [WWE]** (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director _X__ 10% Owner X_ Officer (give title __ Other (specify (Month/Day/Year) below) 1241 EAST MAIN STREET 03/25/2013 Chairman of the Board (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting STAMFORD, CT 06902 Person

							i cison		
(City)	(State)	(Zip) Table	e I - Non-Do	erivative Se	curitie	es Acqu	ired, Disposed of	f, or Beneficial	ly 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. Securitie n(A) or Disp (Instr. 3, 4 a	osed o	of (D)	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	03/25/2013		M	450,000	A	(<u>1</u>)	450,000 (5)	D	
Class A Common Stock, par value \$.01 per share	03/27/2013		G(3) V	450,000	D	\$0	0 (5)	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. Transacti Code (Instr. 8)	5. Number of orDerivative 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 (2)	\$ 0	03/25/2013		M	450,000	<u>(4)</u>	<u>(4)</u>	Class A Common Stock, par value \$.01 per share	450,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
MCMAHON VINCENT K 1241 EAST MAIN STREET STAMFORD, CT 06902	X	X	Chairman of the Board				

Signatures

/s/ Vincent K.

McMahon

**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) Mr. McMahon converted 450,000 shares of Class B Common Stock into 450,000 shares of Class A Common Stock on March 25, 2013.
- (2) Class B Common Stock is convertible at any time into Class A Common Stock at the option of the holder.
- (3) The gift is being reported early on a voluntary basis by the Reporting Person.
- (4) N/A.
- (5) Mr. McMahon may also be deemed to be the indirect beneficial owner of 100 shares of Class A Common Stock that are directly owned by his wife, Linda McMahon. Mr. McMahon disclaims beneficial ownership of those shares.

Reporting Owners 2

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(6) Mr. McMahon may also be deemed to be the indirect beneficial owner of 566,670 shares of Class B Common Stock that are directly owned by his wife, Linda McMahon. Mr. McMahon disclaims beneficial ownership of those shares.

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.