

MCMAHON VINCENT K
Form 4
March 27, 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 *
MCMAHON VINCENT K

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)
1241 EAST MAIN STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/25/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

STAMFORD, CT 06902

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

(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 Ownership (Instr. 4)		
				Code	V	Amount	(A) or (D)	Price	
Class A Common Stock, par value \$.01 per share	03/25/2013		M		450,000	A	(1)	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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(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)	8. Amount or Number of Shares
Class B Common Stock, par value \$0.01 per share ⁽²⁾	\$ 0	03/25/2013		M	450,000	<u>(4)</u> <u>(4)</u>	Class A Common Stock, par value \$0.01 per share	450,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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 03/27/2013

__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) 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.

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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.