

MCMAHON VINCENT K

Form 4

December 22, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCMAHON VINCENT K

2. Issuer Name **and** Ticker or Trading
Symbol

**WORLD WRESTLING
ENTERTAINMENTINC [WWE]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

12/21/2017

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

Chief Executive Officer

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)

☒ 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 Beneficial Ownership (Instr. 4)
Class A Common Stock, par value \$.01 per share	12/21/2017		M	3,340,000	A \$ 0 ⁽¹⁾	3,340,000	D
Class A Common Stock, par value \$.01 per share	12/21/2017		S ⁽²⁾	3,340,000	D \$ 28.68 0 ⁽³⁾ ⁽²⁾		D

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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 \$0.01 per share ⁽⁴⁾	\$ 0	12/21/2017		M	3,340,000	<u>(5)</u> <u>(5)</u>	Class A Common Stock, par value \$0.01 per share 3,340,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MCMAHON VINCENT K
C/O WORLD WRESTLING ENTERTAINMENT INC
1241 EAST MAIN STREET
STAMFORD, CT 06902

Chief Executive Officer

Signatures

/s/ Vincent K. McMahon 12/21/2017

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) Vincent K. McMahon ("Mr. McMahon") converted 3,340,000 shares of Class B Common Stock into 3,340,000 shares of Class A Common Stock on December 21, 2017.

(2) All 3,340,000 of the shares of Class A Common Stock were sold in a block sale at a price of \$28.68 per share.

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.

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(4) 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.

(5) N/A

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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