

WORLD WRESTLING ENTERTAINMENTINC
 Form 4
 May 17, 2016

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 *
 Vincent K. McMahon 2013 Irrev.
 Trust U/A dtd. December 5, 2013

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)
 05/16/2016

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

C/O MCMAHON VENTURES, LLC, 1055 WASHINGTON BOULEVARD, 5TH FLOOR

(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
 X Form filed by More than One Reporting Person

STAMFORD, CT 06901

(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)
				(A) or (D)	Price		
Class A Common Stock, par value \$.01 per share	05/16/2016		M	2,191,894	A	①	2,191,894 D ② ③
Class A Common Stock, par value \$.01 per share	05/16/2016		S ⁽⁴⁾	2,191,894	D	16.5 ④	0 D ② ③

Class A
Common
Stock, par
value \$.01
per share

100 D (5)

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	5. Number of Derivative Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date			
				Code	V	(A)	(D)		Title	Amount or Number of Shares	
Class B Common Stock, par value \$.01 per share <u>(6)</u>	\$ 0	05/16/2016		M		2,191,894		<u>(7)</u>	<u>(7)</u>	Class A Common Stock, par value \$.01 per share	2,191,894
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	566,670

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Vincent K. McMahon 2013 Irrev. Trust U/A dtd. December 5, 2013
C/O MCMAHON VENTURES, LLC
1055 WASHINGTON BOULEVARD, 5TH FLOOR
STAMFORD, CT 06901

X

McMahon Linda E.
C/O MCMAHON VENTURES, LLC
1055 WASHINGTON BOULEVARD, 5TH FLOOR

X

STAMFORD, CT 06901

Signatures

/s/ Paul C. Cancilla, Attorney-in-Fact, on behalf of Ms. McMahon, individually 05/17/2016

__Signature of Reporting Person

Date

/s/ Paul C. Cancilla, Attorney-in-Fact, on behalf of Ms. McMahon, as Trustee of the GRAT 05/17/2016

__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) The Vincent K. McMahon 2013 Irrev. Trust U/A dtd. December 5, 2013 (the "GRAT") converted 2,191,894 shares of Class B Common Stock into 2,191,894 shares of Class A Common Stock on May 16, 2016.

(2) This Form 4 is jointly filed by the GRAT and Linda E. McMahon ("Ms. McMahon"). Ms. McMahon is the trustee of the GRAT, which was established by Vincent K. McMahon ("Mr. McMahon") for the benefit of Mr. McMahon and certain members of Mr. McMahon's family. Ms. McMahon has sole voting power and authority, and Ms. McMahon and Mr. McMahon (as special trustee of the GRAT) each has unilateral power and authority to sell, with respect to shares of Class B Common Stock held by the GRAT. During the initial three-year term of the GRAT, an annual annuity amount is payable to Mr. McMahon (or his estate) in trust shares of Class B Common Stock or other property.

(3) On the termination of the GRAT, after annuity distributions to Mr. McMahon (or his estate), any remaining trust shares of Class B Common Stock or other property will under certain circumstances pass to successor trusts for other members of Mr. McMahon's family. Mr. McMahon will not act as trustee of such successor trusts and will have no voting or investment power with respect to their assets. Mr. McMahon will separately report any non-exempt transactions with respect his shares of Class B Common Stock pursuant to Section 16 of the Securities Exchange Act of 1934, as amended. These shares are owned directly by the GRAT and indirectly by Ms. McMahon, as trustee of the GRAT.

(4) All 2,191,894 of the shares of Class A Common Stock were sold in a block sale at a price of \$16.50 per share.

(5) These shares are owned solely by Ms. McMahon. The GRAT does not beneficially own any of these shares.

(6) Class B Common Stock is convertible at any time into Class A Common Stock on a one-for-one basis at the option of the holder.

(7) 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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