Warner Music Group Corp. Form 4

March 16, 2011

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

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(b).

(Last)

(City)

1. Name and Address of Reporting Person * **BONNIE SHELBY W**

(First)

C/O CNET, 150 CHESTNUT ST.

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Warner Music Group Corp. [wmg]

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

03/15/2011

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

SAN FRANCISCO, CA 94111 (State)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

4. Securities Acquired 5. Amount of Securities Beneficially Owned Following Reported

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

6. Ownership 7. Nature of (D) or Indirect (I) (Instr. 4)

Form: Direct Indirect Beneficial Ownership (Instr. 4)

Common Stock, par

share (1)

value 03/15/2011 \$0.001 per

14,388 A

Amount

(D)

Price

(A)

or

84,952

Transaction(s)

(Instr. 3 and 4)

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)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate Amou		nt of	Derivative	Deriv
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative Securities				Securi	ities	(Instr. 5)	Bene
		Derivative							(Instr. 3 and 4)			Own
		Security				Acquired						Follo
		•				(A) or						Repo
						Disposed						Trans
					of (D) (Instr. 3,							(Instr
						4, and 5)						
										A		
										Amount		
						I (A) (D)	Date Exercisable	Expiration Date	Title	or Namelana		
										Number		
					C 1 W					of		
					Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address Director

10% Owner Officer Other

BONNIE SHELBY W C/O CNET 150 CHESTNUT ST. SAN FRANCISCO, CA 94111



Signatures

/s/ Trent N. Tappe as attorney-in-fact

03/16/2011

**Signature of Reporting Person

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).

Common stock granted pursuant to a Director Resitricted Stock Award Agreement in accordance with the Company's currently established compensation policies with respect to independent directors. Shares represent 50% of such director's annual director

(1) compensation based on a fair market value on the date of grant (calc. as the closing price on the grant date in accordance with the terms of the Company's Amended and Restated 2005 Omnibus Award Plan). Shares will be delivered to reporting person upon vesting. Shares vest on February 22, 2012, the one-year anniversary of the Company's Annual Meeting for the preceding fiscal year.

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.

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