

MCMAHON VINCENT K
Form 4
December 22, 2017

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)

3. Date of Earliest Transaction (Month/Day/Year)
12/21/2017

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock, par value \$.01 per share	12/21/2017		M		3,340,000	A	\$ 0 ⁽¹⁾ 3,340,000
Class A Common Stock, par value \$.01 per share	12/21/2017		S ⁽²⁾		3,340,000	D	\$ ⁽²⁾ 28.68 0 ⁽³⁾

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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)		
				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

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

Relationships

Director 10% Owner Officer Other

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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