

WORLD WRESTLING ENTERTAINMENTINC

Form 4

August 11, 2015

**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 \*  
Levesque Stephanie

(Last) (First) (Middle)

C/O WORLD WRESTLING ENTERTAINMENT, INC., 1241 EAST MAIN STREET

(Street)

STAMFORD, CT 06902

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
WORLD WRESTLING ENTERTAINMENTINC [WWE]

3. Date of Earliest Transaction (Month/Day/Year)  
08/07/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

**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  |  |  |
| Class A Common Stock, par value \$.01 per share | 08/07/2015                           |  | M                              |   | 609,733   | A  | By Trust (2)                               |
| Class A Common Stock, par value \$.01 per share | 08/10/2015                           |  | S(3)                           |   | \$ 46,794   | D  | By Trust (2)                               |

|   |            |                  |        |   |                           |                    |   |                        |
|---|------------|------------------|--------|---|---------------------------|--------------------|---|------------------------|
| Class A<br>Common<br>Stock, par<br>value \$.01<br>per share | 08/11/2015 | S <sup>(3)</sup> | 59,137 | D | \$<br>20.68<br><u>(5)</u> | 503,802 <u>(5)</u> | I | By Trust<br><u>(2)</u> |
| Class A<br>Common<br>Stock, par<br>value \$.01<br>per share |            |                  |        |   |                           | 63,527 <u>(6)</u>  | 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<br>Derivative<br>Security<br>(Instr. 3)                       | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |  |                                  |
|---|--|---|---|--------------------------------------|---|--|---|--|----------------------------------|
|   |  |   |   | Code                                 | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title  | Amount or<br>Number of<br>Shares |
| Class B<br>Common<br>Stock, par<br>value<br>\$.01 per<br>share <u>(7)</u> | \$ 0   | 08/07/2015                              |   | M                                    | 609,733   | <u>(8)</u>   | <u>(8)</u>  | Class A<br>Common<br>Stock, par<br>value<br>\$.01 per<br>share | 609,733                          |
| Class B<br>Common<br>Stock, par<br>value<br>\$.01 per<br>share <u>(7)</u> | \$ 0   |   |   |                                      |   | <u>(8)</u>   | <u>(8)</u>  | Class A<br>Common<br>Stock, par<br>value<br>\$.01 per<br>share | 1,849,393                        |

## Reporting Owners

Reporting Owner Name / Address

Relationships

|          |           |                     |       |
|----------|-----------|---------------------|-------|
| Director | 10% Owner | Officer             | Other |
| X        |           | Chief Brand Officer |       |

Levesque Stephanie  
C/O WORLD WRESTLING ENTERTAINMENT, INC.  
1241 EAST MAIN STREET  
STAMFORD, CT 06902

## Signatures

/s/ Paul C. Cancilla, Attorney-in-Fact for Stephanie  
Levesque

08/11/2015

\_\_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) Stephanie Levesque converted 609,733 shares of Class B Common Stock into 609,733 shares of Class A Common Stock on August 7, 2015.
- Stephanie Levesque is the sole beneficiary and Investment Director of the Stephanie McMahon Levesque Trust U/A Vincent K.
- (2) McMahon Irrev. Trust dtd. 6/24/04 ("2004 Trust"). As Investment Director, Stephanie Levesque has sole voting and investment power and authority over shares of WWE stock held by the 2004 Trust.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 27, 2015, which adoption was publicly disclosed by the Issuer in a Form 8-K filed with the Securities and Exchange Commission on May 29, 2015.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.17 to \$22.17, inclusive. The reporting person undertakes to provide to World Wrestling Entertainment, Inc., any security holder of World Wrestling Entertainment, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (4) and (5) to this Form 4.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.67 to \$20.97, inclusive.
- (5) Excludes securities owned by Stephanie Levesque's husband, Paul Levesque, the beneficial ownership of which is reported separately by Paul Levesque and disclaimed by Stephanie Levesque.
- (6) 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.
- (7) N/A
- (8) Stephanie Levesque is the beneficiary and Investment Director of the Stephanie McMahon Levesque Trust u/a Vincent K. McMahon
- (9) Irrev. Trust dtd. 12/23/2008 ("2008 Trust"). As Investment Director, Stephanie Levesque has sole investment power and authority over shares of WWE stock held by the 2008 Trust.

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.