

BRONFMAN EDGAR JR
Form 4
March 18, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
BRONFMAN EDGAR JR

2. Issuer Name and Ticker or Trading Symbol
Warner Music Group Corp. [WMG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
75 ROCKEFELLER PLAZA, 30TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO / (See Remarks)

(Street)
NEW YORK, NY 10019

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

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)
Common Stock par value \$0.001 ⁽¹⁾ ₍₂₎	03/15/2008		A	2,750,000	A \$ 5.29 6,800,199 ⁽³⁾	D	
Common Stock					3,969,790	I	See Footnote ⁽⁴⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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 Number Shares
Stock Option (Right to Buy)	\$ 5.29	03/15/2008		A	2,750,000	(5) 03/15/2018	Common Stock par value \$0.001		2,750,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRONFMAN EDGAR JR 75 ROCKEFELLER PLAZA, 30TH FLOOR NEW YORK, NY 10019	X		Chairman & CEO	(See Remarks)

Signatures

/s/ Trent N. Tappe as attorney-in-fact 03/18/2008

**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).

- Represents Common Stock granted pursuant to a Restricted Stock Award Agreement, dated as of March 15, 2008. The shares of restricted stock generally vest based on a double trigger that includes achievement of both service and performance criteria (each, subject to continued employment through the applicable vesting dates). The time vesting criteria is in increments of 20% on the first five anniversaries of the date of grant, March 15, 2008. The performance criteria is as follows: 650,000 shares, upon WMG achieving an average closing stock price of at least \$10.00 per share over 60 consecutive trading days; (Continued footnote 2)
- (1) 650,000 shares, upon WMG achieving an average closing stock price of at least \$13.00 per share over 60 consecutive trading days,
 - (2) 650,000 shares, upon WMG achieving an average closing stock price of at least \$17.00 per share over 60 consecutive trading days; and 800,000 shares, upon WMG achieving an average closing stock price of at least \$20.00 per share over 60 consecutive trading days.
 - (3) Total reflects 0.4282 fractional shares cancelled upon vesting of restricted stock.
 - (4) Represents shares of Warner Music Group Corp. held directly by three trusts for the benefit of the Reporting Person or a member of his immediate family, of which the Reporting Person is the trustee. The Reporting Person disclaims beneficial ownership of such shares, and this report shall not be deemed an admission that the Reporting Person is or was the beneficial owner of the securities for purposes of Section 16 or for any other purpose, except to the extent of the Reporting Person's pecuniary interest therein.

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- (5) This option becomes exercisable in increments of 20% on the first five anniversaries of the date of grant, March 15, 2008.

Remarks:

Because of the stockholders agreement among affiliates of Thomas H. Lee Partners, L.P.("THL"), affiliates of Bain Capital In

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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