

WORLD WRESTLING ENTERTAINMENTINC

Form 4

October 03, 2013

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
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

OMB APPROVAL

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(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)
10/01/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP, Creative

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Class A Common Stock, par value \$.01 per share	10/01/2013		S ⁽¹⁾	42,183	D \$ 10.55 (3)	12,817	I By Trust (2)
Class A Common Stock, par value \$.01 per share	10/02/2013		M	505,000	A (4)	517,817	I By Trust (2)

Class A Common Stock, par value \$.01 per share	10/02/2013	S ⁽¹⁾	46,462	D	\$ 10.89 <u>(5)</u>	471,355	I	By Trust <u>(2)</u>
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Class A Common Stock, par value \$.01 per share						51,945 <u>(6)</u>	D	
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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 \$.01 per share ⁽⁷⁾	\$ 0	10/02/2013		M		505,000		<u>(8)</u>	<u>(8)</u>	Class A Common Stock, par value \$.01 per share	505,000
Class B Common Stock, par value \$.01 per share ⁽⁷⁾	\$ 0							<u>(8)</u>	<u>(8)</u>	Class A Common Stock, par value \$.01 per share	1,849,393

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
		EVP, Creative	

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

10/03/2013

__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).

The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 28, 2013, which adoption was publicly disclosed by the Issuer in a Form 8-K filed with the Securities and Exchange Commission on April 1, 2013.

Stephanie Levesque is the sole beneficiary and Investment Director of the Stephanie McMahon Levesque Trust U/A Vincent K. 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.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.15 to \$10.77, 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 (3) and (5) to this Form 4.

Stephanie Levesque converted 505,000 shares of Class B Common Stock into 505,000 shares of Class A Common Stock on October 2, 2013.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.69 to \$10.98, inclusive.

Excludes securities owned by filer's husband, the beneficial ownership of which is reported separately by the filer's husband and disclaimed by the filer.

Class B Common Stock is convertible at any time into Class A Common Stock at the option of the holder.

N/A

Stephanie Levesque is the beneficiary and Investment Director of the Stephanie McMahon Levesque Trust u/a Vincent K. McMahon 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.

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