

Warner Music Group Corp.  
Form 4  
August 16, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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 \*  
Cohen Lyor

(Last) (First) (Middle)

C/O WARNER MUSIC GROUP  
CORP., 75 ROCKEFELLER  
PLAZA

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Warner Music Group Corp. [WMG]

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

08/16/2006

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 below) \_\_\_ Other (specify below)  
CEO, U.S. Recorded Music

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)
				(A) or (D) Code V Amount (D) Price			
Common stock, par value \$0.001 per share	08/16/2006	08/19/2006	S <sup>(1)</sup>	1,100 D \$ 22.75	1,671,102.2286	D	
Common stock, par value \$0.001 per share	08/16/2006	08/19/2006	S <sup>(1)</sup>	100 D \$ 22.76	1,671,102.2286	D	
	08/16/2006	08/19/2006	S <sup>(1)</sup>	1,100 D	1,671,102.2286	D	

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Common stock, par value \$0.001 per share						\$ 22.77		
Common stock, par value \$0.001 per share	08/16/2006	08/19/2006	<u>S(1)</u>	200	D	\$ 22.82	1,671,102.2286	D
Common stock, par value \$0.001 per share	08/16/2006	08/19/2006	<u>S(1)</u>	300	D	\$ 22.83	1,671,102.2286	D
Common stock, par value \$0.001 per share	08/16/2006	08/19/2006	<u>S(1)</u>	100	D	\$ 22.84	1,671,102.2286	D
Common stock, par value \$0.001 per share	08/16/2006	08/19/2006	<u>S(1)</u>	1,600	D	\$ 22.87	1,671,102.2286	D
Common stock, par value \$0.001 per share	08/16/2006	08/19/2006	<u>S(1)</u>	3,300	D	\$ 22.88	1,671,102.2286	D
Common stock, par value \$0.001 per share	08/16/2006	08/19/2006	<u>S(1)</u>	4,600	D	\$ 22.89	1,671,102.2286	D
Common stock, par value \$0.001 per share	08/16/2006	08/19/2006	<u>S(1)</u>	110,100	D	\$ 22.9	1,671,102.2286	D
Common stock, par value \$0.001 per share	08/16/2006	08/19/2006	<u>S(1)</u>	1,400	D	\$ 22.91	1,671,102.2286	D
	08/16/2006	08/19/2006	<u>S(1)</u>	6,000	D		1,671,102.2286	D

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Common stock, par value \$0.001 per share						\$ 22.92		
Common stock, par value \$0.001 per share	08/16/2006	08/19/2006	<u>S(1)</u>	2,500	D	\$ 22.93	1,671,102.2286	D
Common stock, par value \$0.001 per share	08/16/2006	08/19/2006	<u>S(1)</u>	2,200	D	\$ 22.94	1,671,102.2286	D
Common stock, par value \$0.001 per share	08/16/2006	08/19/2006	<u>S(1)</u>	3,200	D	\$ 22.95	1,671,102.2286	D
Common stock, par value \$0.001 per share	08/16/2006	08/19/2006	<u>S(1)</u>	3,200	D	\$ 22.96	1,671,102.2286	D
Common stock, par value \$0.001 per share	08/16/2006	08/19/2006	<u>S(1)</u>	1,100	D	\$ 22.97	1,671,102.2286	D
Common stock, par value \$0.001 per share	08/16/2006	08/19/2006	<u>S(1)</u>	1,300	D	\$ 22.98	1,671,102.2286	D
Common stock, par value \$0.001 per share	08/16/2006	08/19/2006	<u>S(1)</u>	600	D	\$ 22.99	1,671,102.2286	D
Common stock, par value \$0.001 per share	08/16/2006	08/19/2006	<u>S(1)</u>	1,300	D	\$ 23	1,671,102.2286	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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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cohen Lyor C/O WARNER MUSIC GROUP CORP. 75 ROCKEFELLER PLAZA NEW YORK, NY 10019			CEO, U.S. Recorded Music	

**Signatures**

Trent N. Tappe for Lyor Cohen 08/16/2006

\*\*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) Such shares were sold to address financial needs arising from the anticipated divorce settlement with the spouse of the Reporting Person. The Reporting Person has informed the Company that he does not anticipate further sales for at least the next six months.

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