

MCMAHON VINCENT K  
Form 4  
March 29, 2019

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

(Last) (First) (Middle)  
C/O WORLD WRESTLING ENTERTAINMENT INC, 1241 EAST MAIN STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/27/2019

STAMFORD, CT 06902  
(City) (State) (Zip)

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 Ownership (Instr. 4)    |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
|   |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Class A Common Stock, par value \$.01 per share | 03/27/2019                           |  | M                              |   | 3,204,427   | A  | \$ 0 <sup>(1)</sup> 3,285,919                 |
| Class A Common Stock, par value \$.01 per share | 03/27/2019                           |  | S <sup>(2)</sup>               |   | 3,204,427   | D  | \$ 81.45 <sup>(2)</sup> 81,492 <sup>(3)</sup> |

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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)

Table with 7 main columns: 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). Includes entry for Class B Common Stock conversion to Class A Common Stock.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships. Includes entry for MCMAHON VINCENT K, C/O WORLD WRESTLING ENTERTAINMENT INC, Stamford, CT, with relationship Chief Executive Officer.

Signatures

/s/ Vincent K. McMahon 03/29/2019
\*\*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 3,204,427 shares of Class B Common Stock into 3,204,427 shares of Class A Common Stock on March 27, 2019.
(2) All 3,204,427 of the shares of Class A Common Stock were sold in a block sale at a price of \$81.45 per share.
(3) Consists of performance stock units that met their performance requirements on February 7, 2019. The units remain subject to vesting and forfeiture provisions. 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

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disclaimed by Mr. McMahon.

- (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

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