

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * MCMAHON VINCENT K <small>(Last) (First) (Middle)</small> C/O WORLD WRESTLING ENTERTAINMENT INC, 1241 EAST MAIN STREET <small>(Street)</small> STAMFORD, CT 06902 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol WORLD WRESTLING ENTERTAINMENT INC [WWE] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">3/24/2020</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)														
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Forward Sale Contract (obligation to sell)	(1/2/2020)	3/24/2020		J/K		3,484,006		(1/2/2020)	(1/2/2020)	Class B Common Stock, par value \$0.01 per share	(1/2/2020)	3,484,006	D	

Explanation of Responses:

- (1) On March 24, 2020, the reporting person entered into a variable prepaid forward sale agreement (the "Agreement") with an unaffiliated bank (the "Bank") relating to 3,484,006 shares of Class B common stock of the Issuer and obligating the reporting person to deliver to the Bank up to 3,484,006 shares of Class A common stock of the Issuer (or, at the reporting person's election, under certain circumstances, an equivalent amount of cash) to settle the Agreement. Class B common stock is convertible, on a one-for-one basis, at any time into shares of the Issuer's Class A common stock at the option of the holder.
- (2) In exchange for entering into the Agreement and assuming the obligations thereunder, the reporting person received a cash payment of \$85,000,000. The reporting person pledged 3,484,006 shares of Class B common stock (the "Pledged Shares") to secure his obligations under the Agreement, and retained voting and ordinary dividend rights in the Pledged Shares during the term of the pledge (and thereafter if the reporting person settles the Agreement in cash).
- (3) Under the Agreement, on each of the 15 settlement dates in March 2024 the reporting person will be obligated to deliver to the Bank a number of shares of the Issuer's Class A common stock determined as follows (or, under certain circumstances, at the reporting person's election, he may pay an equivalent amount in cash): (a) if the volume weighted average price of the Issuer's Class A common stock on the related valuation date (the "Settlement Price") is less than or equal to \$36.00 (the "Floor Price"), the reporting person will deliver to the Bank 232,267 shares (i.e., the ratable portion of the Pledged Shares to be delivered with respect to each settlement date) except for the last settlement date would be 232,268 shares;
- (4) (continued from footnote 3) (b) if the Settlement Price is between the Floor Price and \$64.80 (the "Cap Price"), the reporting person will deliver to the Bank a number of shares of the Issuer's Class A common stock equal to 232,267 shares (or 232,268 shares in the case of the last settlement date) multiplied by a fraction, the numerator of which is the Floor Price and the denominator of which is the Settlement Price; and (c) if the Settlement Price is greater than the Cap Price, the reporting person will deliver to the Bank the number of shares of the Issuer's Class A common stock equal to the product of (i) 232,267 shares (or 232,268 shares in the case of the last settlement date) and (ii) a fraction (a) the numerator of which is the sum of (x) the Floor Price and (y) the Settlement Price minus the Cap Price, and (b) the denominator of which is the Settlement Price.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCMAHON VINCENT K C/O WORLD WRESTLING ENTERTAINMENT INC 1241 EAST MAIN STREET STAMFORD, CT 06902	X	X	Chief Executive Officer	

Signatures

/s/ Vincent K. McMahon

3/26/2020

**Signature of Reporting Person

Date

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

* 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).

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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