

FORM 4

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

OMB APPROVAL
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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 (Last) (First) (Middle) 1241 E. MAIN STREET (Street) STAMFORD, CT 06902 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol WORLD WRESTLING ENTERTAINMENT INC [WWE] 3. Date of Earliest Transaction (MM/DD/YYYY) 5/26/2004 4. If Amendment, Date Original Filed (MM/DD/YYYY)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chairman of the Board 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
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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 Derivative 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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock, par value \$.01 per share <u>(1)(2)</u>	\$10.98 <u>(3)</u>	5/26/2004		S		6144908	5/26/2004 <u>(1)</u>	(4)	Class A Common Stock, par value \$.01 per share	6144908	\$10.98 <u>(3)</u>	921736 <u>(5)</u>	I	By Trust

Explanation of Responses:

- (1) Class B Common Stock is convertible at any time in Class A Common Stock at the option of the holder.
- (2) The Class B Common Stock reported as disposed of on this form was previously held by the Vincent K. McMahon Irrevocable Deed of Trust, dated June 30, 1999 (the "Trust"), and indirectly by Mr. McMahon
- (3) Sale price per share, net of the underwriting discounts, of the Class B Preferred Stock, which converted to Class A Common Stock upon sale.
- (4) There is no expiration date
- (5) In addition to the Shares of Class B Common Stock held by the Trust, Mr. McMahon directly owns 47,146,893 shares of Class B Common Stock and is the indirect beneficial owner of 566,670 shares of Class B Common Stock that are directly owned by his wife, Linda McMahon.

Remarks:

* On behalf of Mr. McMahon both individually and in his capacity as Trustee of the Trust.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCMAHON VINCENT K 1241 E. MAIN STREET STAMFORD, CT 06902	X		Chairman of the Board	

Signatures

/S/ Amanda J. Skov, Attorney in fact *

5/27/2004

** 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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