| FORM 4 |  |
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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).

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

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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 <sup>*</sup>    | 2. Issuer Name and Ticker or Trading Symbol       | 5. Relationship of Reporting Person(s) to Issuer  |
|---|---|---|
|   |   | (Check all applicable)  |
| ROSS JAMES W  | WORLD WRESTLING                                   |   |
|   | ENTERTAINMENTINC [ WWE ]                          | Director10% Owner   |
| (Last) (First) (Middle)                                 | 3. Date of Earliest Transaction (MM/DD/YYYY)      | X Officer (give title below) Other (specify below)  |
|   |   | EVP, Business Strategies  |
| C/O WORLD WRESTLING                                     | 9/28/2004   |   |
| ENTERTAINMENT, INC.                                     |   |   |
| (Street)  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line)                                 |
| 1241 EAST MAIN STREET, CT 06902<br>(City) (State) (Zip) |   | <b>X</b> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1.Title of Security  | 2. Trans. Date | 2A. Deemed   | 3. Trans. Co | de                  | 4. Securit         | ties Acqu | ired (A)         | 5. Amount of Securities Beneficially Owned | 6.          | 7. Nature   |
|----------------------|----------------|--------------|--------------|---------------------|--------------------|-----------|------------------|--|-------------|-------------|
| (Instr. 3)           |                | Execution    | (Instr. 8)   |                     | or Disposed of (D) |           |                  | Following Reported Transaction(s)          | Ownership   | of Indirect |
|                      |                | Date, if any | · · · ·      | (Instr. 3, 4 and 5) |                    |           | (Instr. 3 and 4) | Form:                                      | Beneficial  |             |
|                      |                |              |              |                     | · ·                | ,         |                  |  | Direct (D)  | Ownership   |
|                      |                |              |              |                     |                    |           |                  |  | or Indirect | (Instr. 4)  |
|                      |                |              |              |                     |                    | (A) or    |                  |  | (I) (Instr. | . ,         |
|                      |                |              | Code         | V                   | Amount             | (Ď)       | Price            |  | 4)          |             |
| Class A Common Stock | 9/28/2004      |              | s            |                     | 8528<br>(1)        | D         | \$12.08          | 21486                                      | D           |             |
|                      |                |              |              |                     | <u> </u>           |           |                  |  |             |             |

#### Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate | 2.          | 3. Trans. | 3A. Deemed   | 4. Trans. C | Code | 5. Number    | of         | 6. Date Exer | cisable and | 7. Tit | le and Amount of              | 8. Price of | 9. Number of   | 10.         | 11. Nature  |
|----------------------|-------------|-----------|--------------|-------------|------|--------------|------------|--------------|-------------|--------|-------------------------------|-------------|----------------|-------------|-------------|
| Security             | Conversion  | Date      | Execution    | (Instr. 8)  |      | Derivative   | Securities | Expiration I | Date        | Secur  | ities Underlying              | Derivative  | derivative     | Ownership   | of Indirect |
| (Instr. 3)           | or Exercise |           | Date, if any |             |      | Acquired (   | A) or      |              |             | Deriv  | ative Security                | Security    | Securities     | Form of     | Beneficial  |
|                      | Price of    |           |              |             |      | Disposed o   | f (D)      |              |             | (Instr | . 3 and 4)                    | (Instr. 5)  | Beneficially   | Derivative  | Ownership   |
|                      | Derivative  |           |              |             |      | (Instr. 3, 4 | and 5)     |              |             |        |                               |             | Owned          | Security:   | (Instr. 4)  |
|                      | Security    |           |              |             |      |              |            |              |             |        |                               |             | Following      | Direct (D)  |             |
|                      |             |           |              |             |      |              |            | Date         | Expiration  |        | Amount or Number of           |             | Reported       | or Indirect |             |
|                      |             |           |              |             |      |              |            | Exercisable  | Date        | Title  | Amount or Number of<br>Shares |             | Transaction(s) | (I) (Instr. |             |
|                      |             |           |              | Code        | V    | (A)          | (D)        |              |             |        |                               |             | (Instr. 4)     | 4)          |             |

### **Explanation of Responses:**

(1) Includes 1,148 shares purchased under the Company's Employee Stock Purchase Plan not previously reported because such acquisitions are exempt from filing under Section 16.

#### **Reporting Owners**

| Reporting Owner Name / Address          |  | Relationships |                          |       |  |  |  |
|---|--|---------------|--------------------------|-------|--|--|--|
|   |  | 10% Owner     | Officer                  | Other |  |  |  |
| ROSS JAMES W                            |  |               |                          |       |  |  |  |
| C/O WORLD WRESTLING ENTERTAINMENT, INC. |  |               | EVP, Business Strategies |       |  |  |  |
| 1241 EAST MAIN STREET, CT 06902         |  |               |                          |       |  |  |  |

#### Signatures

| James W. Ross                    | 9/28/2004 |  |  |  |  |
|----------------------------------|-----------|--|--|--|--|
| ** 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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