

[] 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

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1. Name and Address of Reporting Person * 2. Issu							Issuer Name and Ticker or Trading Symbol							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
MCMAHO	N SHANI	₹			W	OR	LD W	VRESTI	LIN	\mathbf{G}				(Check an app	incubic)			
THE THE THE TENE							NTERTAINMENTINC [WWE]										% Owner	
(Last) (First) (Middle) 3. E					. Date of Earliest Transaction (MM/DD/YYYY)								_X_Officer (g	•	ow)	Other (speci	ify below)	
C/O WORL			Ť					1/1	9/2	005								
ENTERTAI						70.				1.771								
	(Stre	eet)			4.	If Ar	nendme	ent, Date ()rigi	nal File	ed (MM/D	D/YY	YY)	6. Individual of	or Joint/G	roup Filing	(Check App	licable Line)
1241 EAST MAIN STREET, CT 06902														X Form filed by One Reporting Person				
(City) (State) (Zip)														Form filed by More than One Reporting Person				
			Table							<u> </u>				neficially Own				
			Execu		3. Trans. Co (Instr. 8)	ode	4. Securities Acqui or Disposed of (D) (Instr. 3, 4 and 5)) Fo		ollowing Reported Transaction(s) Ownership of Indi nstr. 3 and 4) Ownership Form:			7. Nature of Indirect Beneficial				
															Ownership (Instr. 4)			
								Code	V	Amoun	(A) or (D)	Pric	ce				(I) (Instr. 4)	(3)
Class A Common Stock 1/19/2005							F		4878	D	\$12.4	40	2'	27922 (1)				
										•	•						•	•
								`						options, conve				
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise	3. Trans. Date	3A. Dec Executi Date, if	on (Instr.				ve Securities E		Expiration Date Secu		Secu	rities	d Amount of Underlying Security	derlying Derivative	Number of derivative Securities	10. Ownership Form of	11. Nature of Indirect Beneficial
(Instr. 3)	Price of Derivative Security		Date, II	ally			Dispose					(Instr. 3 and			(Instr. 5)	Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Derivative Security: Direct (D) or Indirect	Ownership (Instr. 4)
				Code		v	(A)	(D)	Dat Exe	e rcisable	Expiration Date	Title	Ame	ount or Number of res				
			1	I			(11)	(2)				l	1		II.	(111541. 1)	1.7	
Explanation of	Responses	:																
(1) Includes 6. Section 16		sulting fro	om divi	dend ac	crual	s on	previou	ısly grante	ed res	stricted	stock ur	nits, v	whic	h dividend acci	uals were	e exempt fro	m filing u	ınder
Reporting Owr	iers																	
						Relationships												
]	Director	10% Ow	nerC	officer		(Othe	er					
MCMAHON S C/O WORLD		NG ENTE	ERTAI	NMEN	T. IN	NC.			F	VP. G	lobal M	edia						

Signatures

Shane B. McMahon	1/19/2005				
**Signature of Reporting Person	Date				

1241 EAST MAIN STREET, CT 06902

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).

File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.