

# 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

[ ] 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 or  
Section 30(h) of the Investment Company Act of 1940

|   |  |  |  |  |  |
|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person -*                                    |  | 2. Issuer Name and Ticker or Trading Symbol          |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)   |  |
| <b>KURT SCHNEIDER</b>   |  | <b>WORLD WRESTLING<br/>ENTERTAINMENT INC [ WWE ]</b> |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>EVP, Marketing</b> |  |
| (Last) (First) (Middle)   |  | 3. Date of Earliest Transaction (MM/DD/YYYY)         |  |  |  |
| <b>C/O WORLD WRESTLING<br/>ENTERTAINMENT, INC., 1241 EAST<br/>MAIN STREET</b> |  | <b>4/28/2006</b>                                     |  |  |  |
| (Street)  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY)    |  | 6. Individual or Joint/Group Filing (Check Applicable Line)  |  |
| <b>STAMFORD, CT 06902</b>   |  |  |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |
| (City) (State) (Zip)  |  |  |  |  |  |

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

| 1. Title of Security<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) |               |         | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|----------------|---|------------------------------|---|---|---------------|---------|---|---|---|
|                                    |                |   | Code                         | V | Amount  | (A) or<br>(D) | Price   |   |   |   |
| Class A Common Stock               | 4/28/2006      |   | M                            |   | 11800   | A             | \$8.26  | 50133 (U)   | D   |   |
| Class A Common Stock               | 4/28/2006      |   | S                            |   | 200   | D             | \$17.31 | 49933   | D   |   |
| Class A Common Stock               | 4/28/2006      |   | S                            |   | 200   | D             | \$17.32 | 49733   | D   |   |
| Class A Common Stock               | 4/28/2006      |   | S                            |   | 300   | D             | \$17.33 | 49433   | D   |   |
| Class A Common Stock               | 4/28/2006      |   | S                            |   | 1000  | D             | \$17.35 | 48433   | D   |   |
| Class A Common Stock               | 4/28/2006      |   | S                            |   | 2500  | D             | \$17.36 | 45933   | D   |   |
| Class A Common Stock               | 4/28/2006      |   | S                            |   | 1000  | D             | \$17.37 | 44933   | D   |   |
| Class A Common Stock               | 4/28/2006      |   | S                            |   | 200   | D             | \$17.38 | 44733   | D   |   |
| Class A Common Stock               | 4/28/2006      |   | S                            |   | 900   | D             | \$17.39 | 43833   | D   |   |
| Class A Common Stock               | 4/28/2006      |   | S                            |   | 400   | D             | \$17.40 | 43433   | D   |   |
| Class A Common Stock               | 4/28/2006      |   | S                            |   | 1300  | D             | \$17.42 | 42133   | D   |   |
| Class A Common Stock               | 4/28/2006      |   | S                            |   | 2200  | D             | \$17.43 | 39933   | D   |   |
| Class A Common Stock               | 4/28/2006      |   | S                            |   | 700   | D             | \$17.44 | 39233   | D   |   |
| Class A Common Stock               | 4/28/2006      |   | S                            |   | 400   | D             | \$17.45 | 38833   | D   |   |
| Class A Common Stock               | 4/28/2006      |   | S                            |   | 200   | D             | \$17.46 | 38633   | D   |   |
| Class A Common Stock               | 4/28/2006      |   | S                            |   | 100   | D             | \$17.47 | 38533   | D   |   |
| Class A Common Stock               | 4/28/2006      |   | S                            |   | 100   | D             | \$17.50 | 38433   | D   |   |
| Class A Common Stock               | 4/28/2006      |   | S                            |   | 100   | D             | \$17.51 | 38333   | D   |   |

**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 | Title   | Amount or Number of Shares |  |  |  |  |
| Employee Stock Option (rights to buy)    | \$8.26   | 4/28/2006      |                                   | M                         |   |  | 11800 | (2)                                     | 2/24/2013       | Class A Common Stock  | 11800                      | (3)  | 10000  | D  |  |

**Explanation of Responses:**

- (1) Includes 1,675 shares acquired under the Company's Employee Stock Purchase Plan and as dividend accruals which were not previously reported because they are exempt under Section 16.
- (2) 20,000 options currently exercisable. The remaining 10,000 options vest on 2/24/07.
- (3) N/A

**Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                |       |
|--|---------------|-----------|----------------|-------|
|  | Director      | 10% Owner | Officer        | Other |
| KURT SCHNEIDER<br>C/O WORLD WRESTLING ENTERTAINMENT, INC.<br>1241 EAST MAIN STREET<br>STAMFORD, CT 06902 |               |           | EVP, Marketing |       |

**Signatures**

Kurt Schneider

5/1/2006

\*\*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.

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.