| 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 [*] | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | | |
|--|---|---|--|--|--|--|
| | | (Check all applicable) | | | | |
| WHITAKER ANDREW | WORLD WRESTLING | | | | | |
| | ENTERTAINMENTINC [WWE] | Director 10% Owner | | | | |
| (Last) (First) (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY) | X Officer (give title below) Other (specify below) | | | | |
| | | EVP, International | | | | |
| C/O WORLD WRESTLING | 7/21/2011 | | | | | |
| ENTERTAINMENT, INC., 1241 EAST | | | | | | |
| MAIN STREET | | | | | | |
| (Street) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | |
| STAMFORD, CT 06902 | | X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (City) (State) (Zip) | | | | | | |

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

| | | Code | v | Amount | (A) or (D) | Price | | Direct (D) or Indirect (I) (Instr. 4) | |
|----------------------|-----------|--------------|---|--------|---------------|---------|----------------------|--|--|
| Class A Common Stock | 7/21/2011 | F <u>(1)</u> | | 7788 | D | \$10.07 | 26972 ⁽²⁾ | D | |

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 | rities 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 of | 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 | m1.1 | Amount or Number of Shares | | Reported | or Indirect | |
| | | | | | | | | Exercisable | Date | Title | Shares | | Transaction(s) | (I) (Instr. | |
| | | | | Code | V | (A) | (D) | | | | | | (Instr. 4) | 4) | |

Explanation of Responses:

- (1) Consists of a portion of vesting stock units withheld by the Company to pay withholding taxes.
- (2) Includes 1,868 shares of dividend accruals not previously reported because such acquisitions are exempt under Section 16.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|---|---------------|-----------|--------------------|-------|--|--|--|--|
| Address | Director | 10% Owner | Officer | Other | | | | |
| WHITAKER ANDREW C/O WORLD WRESTLING ENTERTAINMENT, INC. 1241 EAST MAIN STREET STAMFORD, CT 06902 | | | EVP, International | | | | | |

Signatures

| Andrew | Whitaker | 7/22/2011 |
|--------|----------|-----------|
| | | |

** 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.