

] 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

OMB APPROVAL OMB Number: 3235-0287 Expires: November 30,

2011

Estimated average burden

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP hours per response... 0.5 **OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *				2.	2. Issuer Name <b>and</b> Ticker or Trading Symbol							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
Levesque Step	hanie					RLD W TERTA			ING FINC [ '	WWE	]	Directe	or	_	X 10% (	Owner
(Last)	(First)	(Midd	lle)	3.	Da	te of Earl	ies	t Transa	ction (MM	DD/YYYY		X Officow)	er (give title	e below)	Othe	r (specify
C/O WORLD							1	12/29/2	2011			VP, Cre	ative			
ENTERTAIN			1241													
EAST MAIN	SIKEE (Street)	<u>, T</u>		4	I£ .	A mandma	+	Data O	riginal Fil	- d	6	Individ	ıol on Toi	nt/Casum I	7:1:m a (C)	
	(Birect)					OD/YYYY)	:π,	Date O	ngmai rii	eu	O. Ap	plicable Li	ine)	nt/Group I	Tillig (Che	еск
STAMFORD,	CT 069	902														
(City) (State) (Zip)												X Form filed by One Reporting Person Form filed by More than One Reporting Person				
		Table I	- Non-D	eriva	ıtiv	e Securi	ties	Acquir	red, Dispo	sed of,	or Ben	eficially	y Owned			
1.Title of Security (Instr. 3)				2. Trai Date	ıs.	2A. Deemed Execution Date, if any	(In	Trans. ode astr. 8)	4. Securities Acquired (A Disposed of (Instr. 3, 4 ar  (A) or Amount (D)	(D) (In (d 5)		Reported T	es Beneficia ransaction(s		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Tab	le II - De	rivative S	Securitie	s Bei	ıefi	icially O	wne	ed ( <i>e.g.</i>	, puts, ca	lls, war	rants,	options	, convert	ible secur	ities)	•
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans.	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		6. Date Exercisable and Expiration Date		7. Title a Securitie Derivati	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisal	Expiratio Date	n Title		Amount or Number of Shares		Transaction (s) (Instr. 4)	4)	
Class B Common Stock, par value \$.01 per share (1)	\$ 0	12/29/2011		<b>G</b> (4)	v	1849393		12/30/200	08 (2)	Commo	ss A on Stock, lue \$.01 hare	1849393	\$ 0	1849393	I	By Trust
Class B Common Stock, par value \$.01 per share (1)	\$ 0							(5)	(5)	Commo	ss A on Stock, lue \$.01 hare	1862733		1862733	I	By Trust

## **Explanation of Responses:**

- (1) Class B Common Stock is convertible at any time into Class A Common Stock at the option of the holder.
- (2) There is no expiration date.
- (3) Stephanie Levesque is the beneficiary and Investment Director of the Stephanie McMahon Levesque Trust u/a Vincent K. McMahon Irrev. Trust dtd. 12/23/2008 ("2008 Trust"). As Investment Director, Stephanie Levesque has sole investment power and authority over shares of WWE stock held by the 2008 Trust.
- (4) The gift is being reported early on a voluntary basis by the Reporting Person.

(5) N/A

(6) Stephanie Levesque is the sole beneficiary and Investment Director of the Stephanie McMahon Levesque Trust U/A Vincent K. McMahon Irrev. Trust dtd 6/24/04 ("2004 Trust"). As Investment Director, Stephanie Levesque has sole voting and investment power and authority over shares of WWE stock held by the 2004 Trust.

**Reporting Owners** 

Demonting Orymon Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Levesque Stephanie							
C/O WORLD WRESTLING ENTERTAINMENT, INC.							
		X	EVP, Creative				
1241 EAST MAIN STREET							
STAMFORD, CT 06902							

## **Signatures**

/s/ Stephanie Levesque

\*\*\* 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.