

FORM 4

[] 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
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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,
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. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
MCMAHON VINCENT K			WORLD WRESTLING ENTERTAINMENT INC [WWE]			<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chairman of the Board		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
1241 EAST MAIN STREET			12/29/2011					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
STAMFORD, CT 06902						<input checked="" type="checkbox"/> Form filed by One Reporting Person <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 (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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				
Class B Common Stock, par value \$0.01 per share (1) (2)	\$ 0	12/29/2011		G (6)	V	3698786	6/2/2004 (1)	(3)	Class A Common Stock, par value \$0.01 per share	3698786	\$ 0	0	I	As Trustee
Class B Common Stock, par value \$0.01 per share (1) (7)	\$ 0							(5)	Class A Common Stock, par value \$0.01 per share	2807380		2807380	I	As Trustee
Class B Common Stock, par value \$0.01 per share (1)	\$ 0							(5)	Class A Common Stock, par value \$0.01 per share	36915261		36915261 (4)	D	

Explanation of Responses:

- (1) Class B Common Stock is convertible at any time in to Class A Common Stock at the option of the holder.
- (2) The Class B Common Stock reported as disposed of on this form was previously held by the Vincent K. McMahon 2008 Irrevocable Trust and indirectly by Mr. McMahon.
- (3) There is no expiration date.

- (4) Mr. McMahon may also be deemed to be the indirect beneficial owner of 566,670 shares of Class B Common Stock that are directly owned by his wife, Linda McMahon.
- (5) N/A
- (6) The gift is being reported early on a voluntary basis by the Reporting Person.
- (7) Held by the Vincent K. McMahon 2010 Irrevocable Trust and indirectly by Mr. McMahon.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCMAHON VINCENT K 1241 EAST MAIN STREET STAMFORD, CT 06902	X	X	Chairman of the Board	

Signatures

/s/ Vincent K. McMahon

12/31/2011

** 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.