

[] 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

| Name and Address of Reporting Person *         |   |                   |                                     |   |   | 2. Issuer Name <b>and</b> Ticker or Trading Symbol                  |          |                                   |   |         |   |   |   | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |  |   |  |  |
|--|---|-------------------|-------------------------------------|---|---|---|----------|-----------------------------------|---|---------|---|---|---|---|--|---|--|--|
| ILLIAN DILVID                                  |   |                   |                                     |   |   | WORLD WRESTLING<br>ENTERTAINMENTINC [ WWE ]                         |          |                                   |   |         |   |   |   | X Director 10% Owner  |  |   |  |  |
| (Last) (First) (Middle)                        |   |                   |                                     |   | 3. Date of Earliest Transaction (MM/DD/YYYY)      |   |          |                                   |   |         |   |   | Officer (give title below) Other (specify below)                                  |   |  |   |  |  |
| C/O WORLD WRESTLING                            |   |                   |                                     |   |   |   |          | 3/2                               | 9/20                                    | )13     |   |   |   |   |  |   |  |  |
| ENTERTAI<br>MAIN STRI                          |   | , INC., 1         | 1241 E                              | CAST                                    |   |   |          |                                   |   |         |   |   |   |   |  |   |  |  |
| (Street)                                       |   |                   |                                     | 4. 1                                    | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |   |          |                                   |   |         |   | 6. Individual or Joint/Group Filing (Check Applicable Line) |   |   |  |   |  |  |
| STAMFORD, CT 06902 (City) (State) (Zip)        |   |                   |                                     |   |   |   |          |                                   |   |         |   |   | X_Form filed by One Reporting Person Form filed by More than One Reporting Person |   |  |   |  |  |
|  |   |                   | Table                               | I - Nor                                 | n-Der   | ivati   | ive Secı | ırities Ac                        | quir                                    | ed, Di  | isposed o   | f, or   | Bei   | neficially Own  | ed                                     |   |  |  |
| 1. Title of Security (Instr. 3) 2. Trans. I    |   |                   | . Date                              | 2A. Deemed<br>Execution<br>Date, if any |   | 3. Trans. Co<br>(Instr. 8)  | or Disp  |                                   | posed of (D)                            |         | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) |   |   | Ownership or Form:  | 7. Nature<br>of Indirect<br>Beneficial |   |  |  |
|  |   |                   |                                     |   |   |   |          | Code                              | v                                       | Amou    | (A) or (D)  | Pric  | ce  |   |  |   | Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | Ownership<br>(Instr. 4)  |
| Class A Common Stock 3/29/2013                 |   |                   |                                     | 013                                     |   |   | A        |                                   | 1204                                    | A       | \$0   | <u>(1)</u>  | 20005   |   |  | D   |  |  |
|  | Tab   | le II - Dei       | ivative                             | Securi                                  | ities l   | Bene  | ficially | Owned (                           | e.g. ,                                  | , puts  | , calls, w  | arra  | nts,  | , options, conve  | rtible sec                             | urities)  |  | •  |
| 1. Title of Derivate<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative | 3. Trans.<br>Date | 3A. Deer<br>Execution<br>Date, if a | n (In                                   | Trans.<br>nstr. 8)                                | as. Code 5. Numb<br>Derivativ<br>Acquired<br>Disposed<br>(Instr. 3, |          | re Securities<br>(A) or<br>of (D) | 6. Date Exercisable and Expiration Date |         |   |   |   |   | ing Derivative                         |   | Form of Derivative Security:                   | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|  | Security  |                   |                                     | Code                                    |   | V   | (A)      | (D)                               | Date<br>Exer                            | cisable | Expiration<br>Date  | Title   |   | nount or Number of ares   |  | Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) |  |

#### **Explanation of Responses:**

(1) These shares were received in lieu of cash as a portion of the filer's directors' fees and valued at the close of trading on March 28, 2013.

### **Reporting Owners**

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

#### **Signatures**

 David Kenin
 3/29/2013

 \*\* 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.