

MCMAHON VINCENT K

Form 4

March 29, 2019

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MCMAHON VINCENT K

2. Issuer Name **and** Ticker or Trading  
Symbol

WORLD WRESTLING  
ENTERTAINMENTINC [WWE]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)

03/27/2019

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Chief Executive Officer

C/O WORLD WRESTLING  
ENTERTAINMENT INC, 1241  
EAST MAIN STREET

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

STAMFORD, CT 06902

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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)
Class A Common Stock, par value \$.01 per share	03/27/2019		M	3,204,427	A \$ 0 <sup>(1)</sup>	3,285,919	D
Class A Common Stock, par value \$.01 per share	03/27/2019		S <sup>(2)</sup>	3,204,427	D \$ <sup>(2)</sup> 81.45	81,492 <sup>(3)</sup>	D

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock, par value \$.01 per share <sup>(4)</sup>	\$ 0	03/27/2019		M		3,204,427		<u>(5)</u>	<u>(5)</u>	Class A Common Stock, par value \$.01 per share	3,204,42

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

MCMAHON VINCENT K  
C/O WORLD WRESTLING ENTERTAINMENT INC  
1241 EAST MAIN STREET  
STAMFORD, CT 06902

Chief Executive Officer

## Signatures

/s/ Vincent K.  
McMahon 03/29/2019

                     \*\*Signature of Reporting  
Person Date

## Explanation of Responses:

- \* 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).
- (1) Vincent K. McMahon ("Mr. McMahon") converted 3,204,427 shares of Class B Common Stock into 3,204,427 shares of Class A Common Stock on March 27, 2019.
- (2) All 3,204,427 of the shares of Class A Common Stock were sold in a block sale at a price of \$81.45 per share.
- (3) Consists of performance stock units that met their performance requirements on February 7, 2019. The units remain subject to vesting and forfeiture provisions. Excludes 100 shares of Class A Common Stock and 566,670 shares of Class B Common Stock owned individually by Mr. McMahon's wife, Linda McMahon, the beneficial ownership of which has been reported separately by Linda McMahon and

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disclaimed by Mr. McMahon.

(4) Class B Common Stock is convertible, on a one-for-one basis, at any time into Class A Common Stock at the option of the holder.

(5) N/A

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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