

WORLD WRESTLING ENTERTAINMENTINC
Form 3
December 10, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â Vincent K. McMahon 2013 Irrev. Trust U/A dtd. December 5, 2013</p> <p>(Last) (First) (Middle)</p> <p>C/O MCMAHON VENTURES, LLC,Â 1055 WASHINGTON BOULEVARD, 5TH FLOOR</p> <p>(Street)</p> <p>STAMFORD,Â CTÂ 06901</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/06/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>WORLD WRESTLING ENTERTAINMENTINC [WWE]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director ___X___ 10% Owner ___ Officer ___ Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>___ Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock, par value \$.01 per share	100	D (1) (2) (3) Â	

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Class B Common Stock, par value \$.01 per share	Â (4)	Â (4)	Class A Common Stock, par value \$.01 per share	8,500,000 \$ 0	D (5)	Â
Class B Common Stock, par value \$.01 per share	Â (4)	Â (4)	Class A Common Stock, par value \$.01 per share	566,670 \$ 0	D (3)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vincent K. McMahon 2013 Irrev. Trust U/A dtd. December 5, 2013 C/O MCMAHON VENTURES, LLC 1055 WASHINGTON BOULEVARD, 5TH FLOOR STAMFORD, CT 06901	Â	Â X	Â	Â
McMahon Linda E. C/O MCMAHON VENTURES, LLC 1055 WASHINGTON BOULEVARD, 5TH FLOOR STAMFORD, CT 06901	Â	Â X	Â	Â

Signatures

/s/ Paul C. Cancilla, Attorney-in-Fact, on behalf of Ms. McMahon, individually	12/09/2013
__Signature of Reporting Person	Date
/s/ Paul C. Cancilla, Attorney-in-Fact, on behalf of Ms. McMahon, as Trustee of the GRAT	12/09/2013
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) This Form 3 is jointly filed by the Vincent K. McMahon 2013 Irrev. Trust U/A dtd. December 5, 2013 (the "GRAT") and Linda E. McMahon ("Ms. McMahon"). Ms. McMahon is the trustee of the GRAT, which was established by Vincent K. McMahon ("Mr. McMahon") for the benefit of Mr. McMahon and certain members of Mr. McMahon's family to hold a portion of the shares of Class B Common Stock previously owned directly by Mr. McMahon. Ms. McMahon has sole voting power and authority, and Ms. McMahon and Mr. McMahon (as special trustee of the GRAT) each has unilateral power and authority to sell, with respect to the 8,500,000 shares of Class B Common Stock held by the GRAT. During the initial three-year term, an annual annuity amount is payable to Mr. McMahon (or

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his estate) in trust shares of Class B Common Stock or other property.

On the termination of the GRAT, after annuity distributions to Mr. McMahon (or his estate), any remaining trust shares of Class B Common Stock or other property will under certain circumstances pass to successor trusts for other members of Mr. McMahon's family.

- (2) Mr. McMahon will not act as trustee of such successor trusts and will have no voting or investment power with respect to their assets. Mr. McMahon will separately report any non-exempt transactions with respect to his shares of Class B Common Stock pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.
- (3) These shares are owned solely by Ms. McMahon. The GRAT does not beneficially own any of these shares.
- (4) Class B Common Stock is convertible at any time into Class A Common Stock on a one-for-one basis at the option of the holder.
- (5) These shares are owned directly by the GRAT and indirectly by Ms. McMahon, as trustee of the GRAT. Each of the GRAT and Ms. McMahon may be deemed to be ten percent owners of the issuer.

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Remarks:

ExhibitÂ list:

24.1Â PowerÂ ofÂ Attorney.

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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