

Warner Music Group Corp.
Form 4
November 17, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FLEISHER MICHAEL D

(Last) (First) (Middle)

**WARNER MUSIC GROUP, 75
ROCKEFELLER PLAZA**

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Warner Music Group Corp. [WMG]

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

11/15/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice Chairman, Strategy & Ops

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.001 per share ⁽¹⁾ | 11/15/2008 | | A | | 450,000 | A | \$ 0 |
| | | | | | 1,266,207 ⁽²⁾ | D | |

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

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SEC 1474 (9-02)

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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 |
| Stock Option (Right to Buy) | \$ 2.77 | 11/15/2008 | | A | 450,000 | (3) | | 11/14/2018 | | Common Stock, par value \$0.001 | 450,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FLEISHER MICHAEL D WARNER MUSIC GROUP 75 ROCKEFELLER PLAZA NEW YORK, NY 10019 | | | Vice Chairman, Strategy & Ops | |

Signatures

/s/ Trent N. Tappe as attorney-in-fact
11/17/2008

**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).

- Shares granted pursuant to a Restricted Stock Award Agreement, dated 11/15/08. 150,000 of the shares represent "Bonus Shares". Shares generally vest based on a double trigger that includes service and performance criteria, subject to a further vesting criteria for the Bonus Shares. The time vesting criteria is in increments of 20% each year for the first five grant date anniversaries. The performance criteria requires achievement of an average closing stock price over 60 consecutive trading days as follows: 105,500 shares (35,500 Bonus Shares), at \$10 per share; 105,500 shares (35,500 Bonus Shares), at \$13 per share; 105,500 shares (35,500 Bonus Shares), at \$17 per share; and 130,500 shares (43,500 Bonus Shares), at least \$20 per share. Even if all conditions above have been met, the Bonus Shares won't vest if the Compensation Committee determines within 45 days after the vesting date in its sole discretion that such equity will not vest.
- (2) Total reflects 0.644 fractional shares cancelled upon vesting of previously awarded restricted stock.
- This option becomes exercisable in increments of 20% on each of the first five anniversaries of the date of grant, November 15, 2008. For 150,000 of the stock options (the "Bonus Options"), there is an additional performance vesting criteria. Notwithstanding whether all of the time vesting conditions described above have been met, the Bonus Options may not vest if the Compensation Committee of Warner Music Group Corp. determines within 45 days following the scheduled vesting date in its sole discretion that such option will not be permitted to vest and become exercisable on such scheduled vesting date.
- (3)

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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