

SOLOMON MICHAEL B
Form 4
November 24, 2009

FORM 4

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

OMB APPROVAL

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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 *
SOLOMON MICHAEL B

2. Issuer Name and Ticker or Trading Symbol
WORLD WRESTLING ENTERTAINMENT INC [WWE]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
645 FIFTH AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/20/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
See Remarks

NEW YORK, NY 10022

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

(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 Share, \$0.01 per share	11/20/2009		J	1,281,122	D <u>(1)</u> 1,291,427	I <u>(1)</u>	Held by Invemed Catalyst Fund, L.P.
Class A Common Share, \$0.01 per share					107,195	D <u>(2)</u>	

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

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SOLOMON MICHAEL B 645 FIFTH AVENUE NEW YORK, NY 10022	X			See Remarks

Signatures

/s/ Michael B. Solomon 11/24/2009

**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).
- Represents shares owned directly by Invemed Catalyst Fund, L.P. (the "Fund"). Invemed Catalyst GenPar, LLC ("Catalyst GenPar") is the general partner of the Fund. Gladwyne Catalyst GenPar, LLC ("Gladwyne GenPar") is one of the managing members of Catalyst GenPar. Michael Solomon is the sole managing member of Gladwyne GenPar. On November 20, 2009, the Fund directed the distribution of an aggregate of 1,291,346 shares of Class A common stock, par value \$0.01 per share (the "Common Stock") pro rata to its partners. The shares received by Catalyst GenPar are being further distributed pro rata to its members. No consideration is being paid in connection with the distributions. Mr. Solomon disclaims beneficial ownership of shares directly owned by the Fund except to the extent of his pecuniary interest therein.
- (1) of an aggregate of 1,291,346 shares of Class A common stock, par value \$0.01 per share (the "Common Stock") pro rata to its partners. The shares received by Catalyst GenPar are being further distributed pro rata to its members. No consideration is being paid in connection with the distributions. Mr. Solomon disclaims beneficial ownership of shares directly owned by the Fund except to the extent of his pecuniary interest therein.
 - (2) Represents shares owned directly by Michael Solomon, including shares received in the distributions.

Remarks:

The Reporting Person may be deemed to be a member of a Section 13(d) group that owned more than 10% of the issuer's outstanding shares of Common Stock at the time of the distributions. However, the Reporting Person disclaims such group membership, and this report shall not be deemed an admission that the Reporting Person is a member of a Section 13(d) group that owns more than 10% of the issuer's outstanding shares of Common Stock for Section 16 or any other purposes. As a result of the distributions, all of the members of the group ceased to be 10% owners of the issuer's Common Stock.

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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