

WORLD WRESTLING ENTERTAINMENTINC

Form 4

April 28, 2006

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 *
GOLDSMITH DONNA

(Last) (First) (Middle)

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

(Street)

STAMFORD, CT 06902

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/27/2006

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)
SVP, Consumer Products

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Class A Common Stock | 04/27/2006 | | M | | 1,458 A \$ 12.9 | 28,576 ⁽¹⁾ | D |
| Class A Common Stock | 04/27/2006 | | M | | 416 A \$ 9.6 | 28,992 | D |
| Class A Common Stock | 04/27/2006 | | M | | 14,900 A \$ 13.45 | 43,892 | D |

Edgar Filing: WORLD WRESTLING ENTERTAINMENT INC - Form 4

| | | | | | | | |
|----------------------------|------------|---|--------|---|-------------|--------|---|
| Class A Common Stock | 04/27/2006 | S | 100 | D | \$ 17.23 | 43,792 | D |
| Class A Common Stock | 04/27/2006 | S | 15,058 | D | \$ 17.25 | 28,734 | D |
| Class A Common Stock | 04/27/2006 | S | 200 | D | \$ 17.26 | 28,534 | D |
| Class A Common Stock | 04/27/2006 | S | 700 | D | \$ 17.29 | 27,834 | D |
| Class A Common Stock | 04/27/2006 | S | 500 | D | \$ 17.31 | 27,334 | D |
| Class A Common Stock | 04/27/2006 | S | 216 | D | \$ 17.34 | 27,118 | D |

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

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.

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 |
| Employee Stock Option (Rights to buy) | \$ 12.9 | 04/27/2006 | | M | 1,458 | <u>(2)</u> 07/20/2009 | Class A Common Stock 1,458 |
| Employee Stock Option | \$ 9.6 | 04/27/2006 | | M | 416 | <u>(4)</u> 06/13/2008 | Class A Common Stock 416 |

(Rights to
buy)

Employee
Stock

| | | | | | | | | |
|--------|----------|------------|---|--------|------------|------------|----------------------------|--------|
| Option | \$ 13.45 | 04/27/2006 | M | 14,900 | <u>(5)</u> | 06/04/2012 | Class A Common Stock | 14,900 |
|--------|----------|------------|---|--------|------------|------------|----------------------------|--------|

(Rights to
buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GOLDSMITH DONNA C/O WORLD WRESTLING ENTERTAINMENT, INC. 1241 EAST MAIN STREET STAMFORD, CT 06902 | | | SVP, Consumer Products | |

Signatures

Donna
Goldsmith 04/27/2006

__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) Includes 1,059 shares acquired via the Employee Stock Purchase Plan and dividend accruals not previously reported because they are exempt under Section 16.
- (2) 1,458 currently exercisable. Remaining options vest in equal monthly installments of 729 options.
- (3) N/A
- (4) 416 currently exercisable. Remaining options vest in equal monthly installments of 416 options.
- (5) 14,900 currently exercisable. Remaining options vest on June 5, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.