

WORLD WRESTLING FEDERATION ENTERTAINMENT INC

Form 5

June 03, 2002

OMB APPROVAL

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U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

- Check this box if no longer subject to Section 16. Form 4 or form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

1. Name and Address of Reporting Person*

Solomon Michael B.

(Last) (First) (Middle)

600 The Times Building

(Street)

Ardmore PA 19003

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

World Wrestling Federation Entertainment, Inc. ("WWF")

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

8/01

5. If Amendment, Date of Original (Month/Year)

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

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

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

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

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TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF,
OR BENEFICIALLY OWNED

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1. Title of Security (Instr. 3)	2. Transaction Date (Month/ Day/ Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	
			Amount	Price
			(A) or (D)	(A) or (D)
Class A Common Stock, \$.01 per share				
Class A. Common Stock, \$.01 per share				
Class A Common Stock, \$.01 per share	8/30/01	P	1,886,793 (A)	13.25 per share

* If the form is filed by more than one reporting person, see
Instruction 4(b)(v).

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 CONTROL NUMBER.

(Over)
SEC 2270 (3/99)

FORM 5 (continued)

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

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1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares

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Explanation of Responses:

(1) The Reporting Person is the managing member of Gladwyne Catalyst GenPar, LLC, one of the managing members of Invemed Catalyst GenPar, LLC, a general partner of Invemed Catalyst Fund, L.P., the direct holder of the shares of Class A Common Stock reported on this row. As such, Mr. Solomon may be deemed to own the securities held by Invemed Catalyst Fund, L.P. The Reporting Person disclaims beneficial ownership of such securities in excess of his pecuniary interest therein and this report shall not be an admission that the Reporting Person is the beneficial owner of these securities in excess of such amount.

The Reporting Person may be deemed to be a member of a Section 13(d) group that owns more than 10% of the Issuer's outstanding Class A Common Stock. 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 own more than 10% of the Issuer's outstanding Class A Common Stock for Section 16 or for any other purpose.

/s/ Michael B. Solomon

June 3, 2002

 **Signature of Reporting Person
 Michael B. Solomon

 Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
 SEE 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
 If space provided 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 control number.