

Macri Steven James
Form 4
April 16, 2010

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Macri Steven James

(Last) (First) (Middle)

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)

04/14/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP, Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.001 per share	04/14/2010		M	6,922 A \$ 6.34	6,922	D	
Common Stock, par value \$0.001 per share	04/14/2010		S ⁽¹⁾	6,922 D \$ 8	0	D	
Common Stock, par	04/15/2010		M	3,977 A \$ 6.34	3,977	D	

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value
\$0.001 per
share

Common
Stock, par
value
\$0.001 per
share

04/15/2010

S⁽¹⁾

3,977

D

\$
8.0025 0
(2)

D

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. Filing Date of Derivative Security (Instr. 3)
				Code	V	(A)	(D)	
Stock Option (right to buy)	\$ 6.34	04/14/2010		M	6,922	<u>(3)</u>	12/14/2017	Common Stock, par value \$0.001
Stock Option (right to buy)	\$ 6.34	04/15/2010		M	3,977	<u>(3)</u>	12/14/2017	Common Stock, par value \$0.001

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Macri Steven James
75 ROCKEFELLER PLAZA
NEW YORK, NY 10019

EVP, Chief Financial Officer

Signatures

/s/ Trent Tappe as
attorney-in-fact

04/16/2010

__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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan established by the reporting person in connection with his individual long-term strategy for estate planning.

The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged
(2) from \$8.00 to \$8.01. Upon request of the SEC staff, Warner Music Group Corp. (the "Company") or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.

The options vested and became exercisable in two equal installments as follows: (a) 5,500 on December 14, 2008 and (b) 5,500 on
(3) December 14, 2009. Unvested options are scheduled to become vested and exercisable as follows: (a) 5,500 on December 14, 2010 and (b) 5,500 on December 14, 2011, provided that Mr. Macri remains with the Company on each such date.

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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