Warner Music Group Corp.

Form 4

August 16, 2006

# 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

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \* Cohen Lyor

(Middle)

(First)

C/O WARNER MUSIC GROUP CORP., 75 ROCKEFELLER **PLAZA** 

(Street)

08/15/2006

NEW YORK, NY 10019

2. Issuer Name and Ticker or Trading

Symbol

Warner Music Group Corp. [WMG]

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

08/10/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

Director

Other (specify \_X\_\_ Officer (give title below)

CEO, U.S. Recorded Music

(Check all applicable)

10% Owner

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

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

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

\$ 22.77 1,816,402.2286 D

Issuer

							1 CISOII		
(City)	(State)	(Zip) Tal	ble I - Non	-Derivativ	e Secu	rities Acqu	nired, Disposed of, on	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. Securition Dispose (Instr. 3, 4	ed of (		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.001 per share	08/15/2006	08/18/2006	S <u>(1)</u>	33,500	D	\$ 22.75	1,816,402.2286	D	
Common Stock, par value \$0.001 per share	08/15/2006	08/18/2006	S <u>(1)</u>	200	D	\$ 22.76	1,816,402.2286	D	

200

 $S_{-}^{(1)}$ 

08/18/2006

Common Stock, par value \$0.001 per share								
Common Stock, par value \$0.001 per share	08/15/2006	08/18/2006	S <u>(1)</u>	1,100	D	\$ 22.78	1,816,402.2286	D
Common Stock, par value \$0.001 per share	08/15/2006	08/18/2006	S <u>(1)</u>	10,000	D	\$ 22.845	1,816,402.2286	D
Common Stock, par value \$0.001 per share	08/15/2006	08/18/2006	S <u>(1)</u>	12,100	D	\$ 22.85	1,816,402.2286	D
Common Stock, par value \$0.001 per share	08/15/2006	08/18/2006	S <u>(1)</u>	8,500	D	\$ 22.86	1,816,402.2286	D
Common Stock, par value \$0.001 per share	08/15/2006	08/18/2006	S <u>(1)</u>	1,300	D	\$ 22.87	1,816,402.2286	D
Common Stock, par value \$0.001 per share	08/15/2006	08/18/2006	S <u>(1)</u>	200	D	\$ 22.88	1,816,402.2286	D
Common Stock, par value \$0.001 per share	08/15/2006	08/18/2006	S <u>(1)</u>	63,300	D	\$ 22.9	1,816,402.2286	D
Common Stock, par value \$0.001 per share	08/15/2006	08/18/2006	S <u>(1)</u>	2,700	D	\$ 22.91	1,816,402.2286	D
	08/15/2006	08/18/2006	S(1)	20,000	D	\$ 22.92	1,816,402.2286	D

Common Stock, par value \$0.001 per share								
Common Stock, par value \$0.001 per share	08/15/2006	08/18/2006	S <u>(1)</u>	5,000	D	\$ 22.93	1,816,402.2286	D
Common Stock, par value \$0.001 per share	08/15/2006	08/18/2006	S(1)	2,700	D	\$ 22.94	1,816,402.2286	D
Common Stock, par value \$0.001 per share	08/15/2006	08/18/2006	S <u>(1)</u>	24,900	D	\$ 22.95	1,816,402.2286	D
Common Stock, par value \$0.001 per share	08/15/2006	08/18/2006	S <u>(1)</u>	2,500	D	\$ 22.96	1,816,402.2286	D
Common Stock, par value \$0.001 per share	08/15/2006	08/18/2006	S <u>(1)</u>	2,700	D	\$ 22.97	1,816,402.2286	D
Common Stock, par value \$0.001 per share	08/15/2006	08/18/2006	S <u>(1)</u>	5,600	D	\$ 22.98	1,816,402.2286	D
Common Stock, par value \$0.001 per share	08/15/2006	08/18/2006	S <u>(1)</u>	36,200	D	\$ 23	1,816,402.2286	D
Common Stock, par value \$0.001 per share	08/15/2006	08/18/2006	S <u>(1)</u>	7,800	D	\$ 23.01	1,816,402.2286	D
	08/15/2006	08/18/2006	S(1)	3,000	D	\$ 23.02	1,816,402.2286	D

Common Stock, par value \$0.001 per share								
Common Stock, par value \$0.001 per share	08/15/2006	08/18/2006	S(1)	4,900	D	\$ 23.03	1,816,402.2286	D
Common Stock, par value \$0.001 per share	08/15/2006	08/18/2006	S(1)	1,000	D	\$ 23.04	1,816,402.2286	D
Common Stock, par value \$0.001 per share	08/15/2006	08/18/2006	S(1)	4,100	D	\$ 23.06	1,816,402.2286	D
Common Stock, par value \$0.001 per share	08/15/2006	08/18/2006	S(1)	3,300	D	\$ 23.07	1,816,402.2286	D
Common Stock, par value \$0.001 per share	08/15/2006	08/18/2006	S <u>(1)</u>	5,500	D	\$ 23.08	1,816,402.2286	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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	re	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr

#### Edgar Filing: Warner Music Group Corp. - Form 4

(Instr. 3, 4, and 5)

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Cohen Lyor C/O WARNER MUSIC GROUP CORP. 75 ROCKEFELLER PLAZA NEW YORK, NY 10019

CEO, U.S. Recorded Music

### **Signatures**

a currently valid OMB number.

Trent N. Tappe for Lyor Cohen 08/16/2006

\*\*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) Such shares were sold to address financial needs arising from the anticipated divorce settlement with the spouse of the Reporting Person. 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

Reporting Owners 5