Warner Music Group Corp.

Form 4

August 16, 2006

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Washington, D.C. 20549 Number:

**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

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Cohen Lyor			2. Issuer Name and Ticker or Trading Symbol Warner Music Group Corp. [WMG]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)		3. Date of Earliest Transaction (Month/Day/Year)				(Check all applicable) Director 10% Owner			
C/O WARNER MUSIC GROUP CORP., 75 ROCKEFELLER PLAZA			08/16/2006				_X_ Officer (give title Other (specify below)			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person _Form filed by More than One Reporting			
NEW YO	RK, NY 10019						Person	culaii One Rep	orung	
(City)	(State)	(Zip)	Table I - No	n-Derivative	Secui	rities Acq	uired, Disposed of, o	r Beneficially	Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Yea	Code	ionor Dispose (Instr. 3, 4			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(D)	Price		(Instr. 4)		
Common stock, par value \$0.001 per share	08/16/2006	08/19/2006	<u>S(1)</u>	1,100	D	\$ 22.75	1,671,102.2286	D		
Common stock, par value \$0.001 per share	08/16/2006	08/19/2006	S <u>(1)</u>	100	D	\$ 22.76	1,671,102.2286	D		
	08/16/2006	08/19/2006	S <u>(1)</u>	1,100	D		1,671,102.2286	D		

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st v \$	common cock, par alue 0.001 er share						\$ 22.77		
st v \$	common tock, par alue 0.001 er share	08/16/2006	08/19/2006	S <u>(1)</u>	200	D	\$ 22.82	1,671,102.2286	D
st v \$	common tock, par alue 0.001 er share	08/16/2006	08/19/2006	S <u>(1)</u>	300	D	\$ 22.83	1,671,102.2286	D
st v \$	common cock, par alue 0.001 er share	08/16/2006	08/19/2006	S(1)	100	D	\$ 22.84	1,671,102.2286	D
st v \$	common cock, par alue 0.001 er share	08/16/2006	08/19/2006	S(1)	1,600	D	\$ 22.87	1,671,102.2286	D
st v \$	common cock, par alue 0.001 er share	08/16/2006	08/19/2006	S(1)	3,300	D	\$ 22.88	1,671,102.2286	D
st v \$	common tock, par alue 0.001 er share	08/16/2006	08/19/2006	S <u>(1)</u>	4,600	D	\$ 22.89	1,671,102.2286	D
st v \$	common tock, par alue 0.001 er share	08/16/2006	08/19/2006	S <u>(1)</u>	110,100	D	\$ 22.9	1,671,102.2286	D
st v \$	common tock, par alue 0.001 er share	08/16/2006	08/19/2006	S <u>(1)</u>	1,400	D	\$ 22.91	1,671,102.2286	D
		08/16/2006	08/19/2006	S(1)	6,000	D		1,671,102.2286	D

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Common stock, par value \$0.001 per share						\$ 22.92		
Common stock, par value \$0.001 per share	08/16/2006	08/19/2006	S <u>(1)</u>	2,500	D	\$ 22.93	1,671,102.2286	D
Common stock, par value \$0.001 per share	08/16/2006	08/19/2006	S <u>(1)</u>	2,200	D	\$ 22.94	1,671,102.2286	D
Common stock, par value \$0.001 per share	08/16/2006	08/19/2006	S(1)	3,200	D	\$ 22.95	1,671,102.2286	D
Common stock, par value \$0.001 per share	08/16/2006	08/19/2006	S(1)	3,200	D	\$ 22.96	1,671,102.2286	D
Common stock, par value \$0.001 per share	08/16/2006	08/19/2006	S(1)	1,100	D	\$ 22.97	1,671,102.2286	D
Common stock, par value \$0.001 per share	08/16/2006	08/19/2006	S(1)	1,300	D	\$ 22.98	1,671,102.2286	D
Common stock, par value \$0.001 per share	08/16/2006	08/19/2006	S(1)	600	D	\$ 22.99	1,671,102.2286	D
Common stock, par value \$0.001 per share	08/16/2006	08/19/2006	S <u>(1)</u>	1,300	D	\$ 23	1,671,102.2286	D

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

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SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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 Exerci	sable and	7. Title a	ınd	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	iorNumber	Expiration Da	te	Amount	of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/Y	(ear)	Underlyi	ng	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	s	(Instr. 5)
	Derivative				Securities			(Instr. 3	and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									mount	
						Date	Expiration Date	or		
						Exercisable			umber	
								of		
				Code V	$^{\prime}$ (A) (D)			St	nares	

#### **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**

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. The Reporting Person has informed the Company that he does not anticipate further sales for at least the next six months.

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.

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