

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

OMB Number: 3235-0287  
 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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>BRONFMAN EDGAR JR</u>  (Last) (First) (Middle) <u>75 ROCKEFELLER PLAZA, 30TH FLOOR</u>  (Street) <u>NEW YORK NY 10019</u>  (City) (State) (Zip)		<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>Warner Music Group Corp. [ WMG ]</u>  <b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>06/09/2011</u>  <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Chairman &amp; CEO / (See Remarks)</u>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> 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**

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	(A) or (D)	Price			
Common Stock par value \$0.001	06/09/2011		S		400	D	\$8.22	2,892,289	I	See Footnote <sup>(2)</sup>
Common Stock par value \$0.001	06/10/2011		S		898,333	D	\$8.1801 <sup>(1)</sup>	1,993,956	I	See Footnote <sup>(2)</sup>
Common Stock par value \$0.001								6,800,199 <sup>(3)(4)</sup>	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. This transaction was executed in multiple trades at prices ranging from \$8.18 to \$8.22. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide to the SEC staff, the issuer, or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
2. The transactions reported on this Form 4 reflect the sale of shares of Warner Music Group Corp. held directly by one of two trusts for the benefit of Mr. Bronfman or a member of his immediate family, of which Mr. Bronfman is a trustee. Mr. Bronfman disclaims beneficial ownership of such shares, and this report shall not be deemed an admission that Mr. Bronfman is or was the beneficial owner of the shares for purposes of Section 16 or for any other purpose, except to the extent of Mr. Bronfman's pecuniary interest therein. Mr. Bronfman did not sell any shares of Warner Music Group Corp. that he holds personally.
3. Includes 2,750,000 shares granted pursuant to a Restricted Stock Award Agreement, dated as of March 15, 2008, as amended. The shares of restricted stock generally vest based on a double trigger that includes achievement of both service and performance criteria (each, subject to continued employment through the applicable vesting dates). The time vesting criteria is in increments of 20% on the day immediately prior to each of the first five anniversaries of the date of grant, March 15, 2008. The performance criteria is as follows: 825,000 shares, vesting upon Warner Music Group Corp. achieving an average closing stock price of at least \$7.00 per share over 60 consecutive trading days; (Continued footnote 4)
4. 825,000 shares, vesting upon Warner Music Group Corp. achieving an average closing stock price of at least \$8.00 per share over 60 consecutive trading days; 550,000 shares, vesting upon Warner Music Group Corp. achieving an average closing stock price of at least \$9.00 per share over 60 consecutive trading days; and 550,000 shares, vesting upon Warner Music Group Corp. achieving an average closing stock price of at least \$10.00 per share over 60 consecutive trading days.

**Remarks:**

Because of the stockholders agreement among affiliates of Thomas H. Lee Partners, L.P. ("THL"), affiliates of Bain Capital Investors, LLC ("Bain Capital"), affiliates of Providence Equity Partners, Inc. ("Providence"), Mr. Bronfman and certain other parties, THL, Bain Capital, Providence and Mr. Bronfman are deemed to be a group pursuant to Rule 13d-5(b)(1) of the Securities Exchange Act of 1934, as amended, with respect to the common stock. The aggregate number of shares of common stock beneficially owned by THL, Bain Capital, Providence and Mr. Bronfman as of the date hereof represents a majority of Warner Music Group Corp.'s outstanding shares of common stock.

/s/ Trent N. Tappe as attorney-in-fact 06/13/2011

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**