

Ansoerge Mark David
 Form 4
 July 22, 2011

FORM 4

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

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 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)

1. Name and Address of Reporting Person *
 Ansoerge Mark David

(Last) (First) (Middle)

C/O WARNER MUSIC GROUP, 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)

07/20/2011

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 below) ___ Other (specify below)

EVP, Human Resources

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 (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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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 Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|----------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|----------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | (Instr. 10) |
|-----------------------------|------------------------------|------------------|------------------|--|------|---|-----|-----|------------------|-----------------|---------------------------------|----------------------------|-------------|
| Stock Option (Right to Buy) | \$ 17 | 07/20/2011 | D ⁽¹⁾ | 11,000 | | | | | <u>(2)</u> | <u>(2)</u> | Common Stock, par value \$0.001 | 11,000 | \$ 0 |
| Stock Option (Right to Buy) | \$ 6.34 | 07/20/2011 | D ⁽¹⁾ | 16,000 | | | | | <u>(2)</u> | <u>(2)</u> | Common Stock, par value \$0.001 | 16,000 | \$ 1. |
| Stock Option (Right to Buy) | \$ 7.56 | 07/20/2011 | D ⁽¹⁾ | 75,000 | | | | | <u>(2)</u> | <u>(2)</u> | Common Stock, par value \$0.001 | 75,000 | \$ 0. |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ansoerge Mark David C/O WARNER MUSIC GROUP 75 ROCKEFELLER PLAZA NEW YORK, NY 10019 | | | EVP, Human Resources | |

Signatures

/s/ Trent N. Tappe as Attorney-in-Fact for Mark David
 Ansoerge

07/22/2011

__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).
- Disposition in connection with the merger (the "Merger") of Airplanes Merger Sub, Inc. with and into Warner Music Group Corp.,
- (1) exempt pursuant to Rule 16-3, in which all options were cancelled in exchange for a cash payment equal to the excess, if any, of \$8.25 over the exercise price.
 - (2) All options became vested and were cancelled upon consummation of the Merger.

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.