

Dolgen Jonathan L
Form 3
February 04, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol |
| Â Dolgen Jonathan L | (Month/Day/Year) | Live Nation Entertainment, Inc. [LYV] |
| (Last) (First) (Middle) | 01/25/2010 | |
| | | 4. Relationship of Reporting Person(s) to Issuer |
| | | 5. If Amendment, Date Original Filed(Month/Day/Year) |

C/O LIVE NATION ENTERTAINMENT, INC.,Â 9348 CIVIC CENTER DRIVE
(Street)

(Check all applicable)

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

BEVERLY HILLS,Â CAÂ 90210
(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 8,644 ⁽¹⁾ ⁽²⁾ | D | Â |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---------------------------|----------------------|---|
|--|--|--|---------------------------|----------------------|---|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|------------------------|------------------|-----------------|--------------------------------|----------------------------|------------------------------|---|---|
| Restricted Stock Units | Â (3) | Â (3) | Common Stock, par value \$0.01 | 15,684 | \$ 0 (3) | D | Â |
| Restricted Stock Units | Â (4) | Â (4) | Common Stock, par value \$0.01 | 6,002 | \$ 0 (4) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Dolgen Jonathan L C/O LIVE NATION ENTERTAINMENT, INC. 9348 CIVIC CENTER DRIVE BEVERLY HILLS, CA 90210 | Â X | Â | Â | Â |

Signatures

Michael Rowles, Attorney-in-Fact for Jonathan Dolgen
Date: 02/04/2010

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- In connection with the merger (the "Merger") of Ticketmaster Entertainment, Inc. ("Ticketmaster") with and into a wholly-owned subsidiary of the Issuer on January 25, 2010, each of the 5,863 shares of common stock, par value \$0.01, of Ticketmaster ("Ticketmaster Common Stock") previously held by the Reporting Person was cancelled and converted into the right to receive 1.4743728 shares of
- (1) common stock, par value \$0.01 per share, of the Issuer ("Issuer Common Stock"). On January 25, 2010, the closing price of Issuer Common Stock as reported on the New York Stock Exchange was \$10.51 per share, and the closing price of Ticketmaster Common Stock as reported on the NASDAQ Global Select Market was \$15.40 per share. Included in these shares are 137 shares of Live Nation Entertainment, Inc. common stock owned by the charitable foundation referred to in Note 2.
 - (2) Includes 137 shares of Live Nation Entertainment, Inc. common stock held by a charitable foundation with which Mr. Dolgen is affiliated. Mr. Dolgen disclaims beneficial ownership of these shares of Live Nation Entertainment, Inc. common stock.
 - (3) Received in connection with the Merger on January 25, 2010 in exchange for 10,638 Ticketmaster restricted stock units previously held by the Reporting Person. The Issuer restricted stock units vest in equal installments on January 8, 2011 and January 8, 2012.
 - (4) Received in connection with the Merger on January 25, 2010 in exchange for 4,071 Ticketmaster restricted stock units previously held by the Reporting Person. The Issuer restricted stock units were 50% vested on January 25, 2010, the Merger date, and the remainder vests on August 20, 2010.

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.