

Warner Music Group Corp.
Form 4
August 14, 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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cohen Lyor

(Last) (First) (Middle)

C/O WARNER MUSIC GROUP
CORP., 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)

08/10/2006

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 _____ Other (specify
below) below)

CEO, U.S. Recorded Music

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.001 per share	08/10/2006	08/15/2006	S ⁽¹⁾	25,000 D \$ 23	2,078,702.2286	D	
Common Stock, par value \$0.001 per share	08/10/2006	08/15/2006	S ⁽¹⁾	34,900 D \$ 23.01	2,078,702.2286	D	
	08/10/2006	08/15/2006	S ⁽¹⁾	1,100 D	2,078,702.2286	D	

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Common Stock, par value \$0.001 per share						\$ 23.02			
Common Stock, par value \$0.001 per share	08/10/2006	08/15/2006	S ⁽¹⁾	900	D	\$ 23.03	2,078,702.2286	D	
Common Stock, par value \$0.001 per share	08/10/2006	08/15/2006	S ⁽¹⁾	100	D	\$ 23.04	2,078,702.2286	D	
Common Stock, par value \$0.001 per share	08/10/2006	08/15/2006	S ⁽¹⁾	12,300	D	\$ 23.05	2,078,702.2286	D	
Common Stock, par value \$0.001 per share	08/10/2006	08/15/2006	S ⁽¹⁾	2,700	D	\$ 23.06	2,078,702.2286	D	
Common Stock, par value \$0.001 per share	08/10/2006	08/15/2006	S ⁽¹⁾	6,700	D	\$ 23.07	2,078,702.2286	D	
Common Stock, par value \$0.001 per share	08/10/2006	08/15/2006	S ⁽¹⁾	22,700	D	\$ 23.08	2,078,702.2286	D	
Common Stock, par value \$0.001 per share	08/10/2006	08/15/2006	S ⁽¹⁾	5,200	D	\$ 23.09	2,078,702.2286	D	
Common Stock, par value \$0.001 per share	08/10/2006	08/15/2006	S ⁽¹⁾	50,900	D	\$ 23.01	2,078,702.2286	D	
	08/10/2006	08/15/2006	S ⁽¹⁾	2,300	D		2,078,702.2286	D	

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Common Stock, par value \$0.001 per share						\$ 23.13			
Common Stock, par value \$0.001 per share	08/10/2006	08/15/2006	S ⁽¹⁾	37,500	D	\$ 23.15	2,078,702.2286	D	
Common Stock, par value \$0.001 per share	08/10/2006	08/15/2006	S ⁽¹⁾	200	D	\$ 23.16	2,078,702.2286	D	
Common Stock, par value \$0.001 per share	08/10/2006	08/15/2006	S ⁽¹⁾	1,500	D	\$ 23.19	2,078,702.2286	D	
Common Stock, par value \$0.001 per share	08/10/2006	08/15/2006	S ⁽¹⁾	6,100	D	\$ 23.2	2,078,702.2286	D	
Common Stock, par value \$0.001 per share	08/10/2006	08/15/2006	S ⁽¹⁾	2,500	D	\$ 23.21	2,078,702.2286	D	
Common Stock, par value \$0.001 per share	08/10/2006	08/15/2006	S ⁽¹⁾	400	D	\$ 23.22	2,078,702.2286	D	
Common Stock, par value \$0.001 per share	08/10/2006	08/15/2006	S ⁽¹⁾	1,000	D	\$ 23.23	2,078,702.2286	D	
Common Stock, par value \$0.001 per share	08/10/2006	08/15/2006	S ⁽¹⁾	2,000	D	\$ 23.24	2,078,702.2286	D	
	08/10/2006	08/15/2006	S ⁽¹⁾	100	D		2,078,702.2286	D	

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Common Stock, par value \$0.001 per share						\$ 23.25			
Common Stock, par value \$0.001 per share	08/10/2006	08/15/2006	S ⁽¹⁾	100	D	\$ 23.27	2,078,702.2286	D	
Common Stock, par value \$0.001 per share	08/10/2006	08/15/2006	S ⁽¹⁾	300	D	\$ 23.28	2,078,702.2286	D	
Common Stock, par value \$0.001 per share	08/10/2006	08/15/2006	S ⁽¹⁾	1,500	D	\$ 23.29	2,078,702.2286	D	
Common Stock, par value \$0.001 per share	08/10/2006	08/15/2006	S ⁽¹⁾	300	D	\$ 23.3	2,078,702.2286	D	
Common Stock, par value \$0.001 per share	08/10/2006	08/15/2006	S ⁽¹⁾	200	D	\$ 23.32	2,078,702.2286	D	
Common Stock, par value \$0.001 per share	08/10/2006	08/15/2006	S ⁽¹⁾	900	D	\$ 23.33	2,078,702.2286	D	
Common Stock, par value \$0.001 per share	08/10/2006	08/15/2006	S ⁽¹⁾	600	D	\$ 23.38	2,078,702.2286	D	
Common Stock, par value \$0.001 per share	08/11/2006	08/16/2006	S ⁽¹⁾	14,000	D	\$ 22.5	2,078,702.2286	D	
	08/11/2006	08/16/2006	S ⁽¹⁾	100	D		2,078,702.2286	D	

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Common Stock, par value \$0.001 per share \$ 22.51

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

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

/s/ Trent N. Tappe for Lyor Cohen 08/14/2006

__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.

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