WORLD WRESTLING FEDERATION ENTERTAINMENT INC
Form SC 13G/A
February 13, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b),(c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

(Amendment No. 2)

World Wrestling Federation Entertainment, Inc.
(Name of Issuer)

Class A Common Stock, $0.01 Par Value Per Share
(Title of Class of Securities)

98156Q108
(CUSIP Number)

December 31, 2001
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:
/ / Rule 13d-1(b)
/X/ Rule 13d-1(c)
/ /Rule 13d-1(d)

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*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page

shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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(1) Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
Viacom Inc.

I.R.S. Identification No. 04-2949533

(2) Check the Appropriate Box if a Member of Group (See Instructions)

/ / (a)

/ / (b)

(3) SEC Use Only

(4) Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	(5)	Sole Voting Power	0
	(6)	Shared Voting Power	2,165,692
	(7)	Sole Dispositive Power	0
	(8)	Shared Dispositive Power	2,165,692

(9) Aggregate Amount Beneficially Owned by Each Reporting Person
2,165,692

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

(11) Percent of Class Represented by Amount in Row (9)
12.0%

(12) Type of Reporting Person (See Instructions) CO

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(1) Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
NAIRI, Inc.

I.R.S. Identification No. 04-3446887

(2) Check the Appropriate Box if a Member of Group (See Instructions)

/ / (a)

/ / (b)

(3) SEC Use Only

(4) Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	(5)	Sole Voting Power	0
	(6)	Shared Voting Power	2,165,692
	(7)	Sole Dispositive Power	0
	(8)	Shared Dispositive Power	2,165,692

(9) Aggregate Amount Beneficially Owned by Each Reporting Person
2,165,692

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

(11) Percent of Class Represented by Amount in Row (9)
12.0%

(12) Type of Reporting Person (See Instructions) CO

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(1) Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
National Amusements, Inc.

I.R.S. Identification No. 04-2261332

(2) Check the Appropriate Box if a Member of Group (See Instructions)

/ / (a)

/ / (b)

(3) SEC Use Only

(4) Citizenship or Place of Organization Maryland

Number of Shares Beneficially Owned by Each Reporting	(5)	Sole Voting Power	0
	(6)	Shared Voting Power	2,165,692
	(7)	Sole Dispositive Power	0

Person With (8) Shared Dispositive Power 2,165,692

(9) Aggregate Amount Beneficially Owned by Each Reporting Person
2,165,692

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

(11) Percent of Class Represented by Amount in Row (9)
12.0%

(12) Type of Reporting Person (See Instructions) CO

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(1) Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
SUMNER M. REDSTONE

S.S. No. 026-24-2929

(2) Check the Appropriate Box if a Member of Group (See Instructions)

/ / (a)

/ / (b)

(3) SEC Use Only

(4) Citizenship or Place of Organization United States

Number of Shares Beneficially Owned by Each Reporting Person With
(5) Sole Voting Power 0
(6) Shared Voting Power 2,165,692
(7) Sole Dispositive Power 0
(8) Shared Dispositive Power 2,165,692

(9) Aggregate Amount Beneficially Owned by Each Reporting Person
2,165,692

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

(11) Percent of Class Represented by Amount in Row (9)
12.0%

(12) Type of Reporting Person (See Instructions) IN

Item 1(a). Name of Issuer:

World Wrestling Federation Entertainment, Inc. (the "Issuer").

Item 1(b). Address of Issuer's Principal Executive Offices:

1241 East Main Street
Stamford, CT 06902.

Item 2(a). Name of Person Filing:

This Statement is filed on behalf of Viacom Inc., ("VI"), NAIRI, Inc., ("NAIRI"), National Amusements, Inc. ("NAI"), and Mr. Sumner M. Redstone, (collectively, the "Reporting Persons").

Approximately 68% of VI's voting stock is owned by NAIRI, which in turn is owned 100% by NAI; Mr. Sumner M. Redstone is the controlling shareholder, Chairman and Chief Executive Officer of NAI, Chairman and President of NAIRI, and Chairman and Chief Executive Officer of VI.

Item 2(b). Address of Principal Business Office or, if None, Residence:

VI's address is 1515 Broadway, New York, New York 10036
NAIRI's address is 200 Elm Street, Dedham, MA 02026
NAI's address is 200 Elm Street, Dedham, MA 02026
Mr. Redstone's address is 200 Elm Street, Dedham, MA 02026.

Item 2(c). Citizenship:

VI is a Delaware corporation.
NAIRI is a Delaware corporation.
NAI is a Maryland corporation.
Mr. Redstone is a citizen of the United States.

Item 2(d). Title of Class of Securities:

Class A Common Stock, $0.01 Par Value Per Share (the "Class A Common Stock").

Item 2(e). CUSIP Number:

98156Q108

Item 3. If This Statement is Filed Pursuant to Rule 13D-1(b), or 13D-2(b) or (c), Check Whether the Person Filing is a:

Not applicable.

Item 4. Ownership.

As of December 31, 2001, each of VI, NAIRI, NAI and Mr. Sumner M. Redstone beneficially owned the two million one hundred sixty-five thousand six hundred ninety-two (2,165,692) shares of Class A Common Stock reported hereunder, representing approximately 12% of the outstanding shares of Class A Common Stock (based on 18,052,177 shares of Class A Common Stock being outstanding at December 1, 2001, as reported in WWF's Report on Form 10-Q for the quarterly period ended October 26, 2001), but less than five percent of all of the Issuer's outstanding equity.

Due to the relationship among the Reporting Persons as described in Item 2(a) hereof, each of the Reporting Persons may be deemed to share with each of the other Reporting Persons power (i) to vote or direct the vote and (ii) to dispose or to direct the disposition of the shares of Common Stock covered by this Statement.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

See Items 2(a) and 4 hereof.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10 Certifications.

By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct. Pursuant to Rule 13d-1(k)(1), we agree that this statement is filed on behalf of each of us.

Date: February 12, 2002

VIACOM INC.

By: /s/ Miochael D. Fricklas
Michael D. Fricklas
Executive Vice President,
General Counsel and Secretary

NAIRI, INC.

By: /s/ Sumner M. Redstone
Sumner M. Redstone
Chairman and President

NATIONAL AMUSEMENTS, INC.

By: /s/ Sumner M. Redstone
Sumner M. Redstone
Chairman and
Chief Executive Officer

By: /s/ Sumner M. Redstone
Sumner M. Redstone,
Individually

JOINT FILING AGREEMENT

The undersigned hereby agree that the Statement on Schedule 13G, dated July 28, 2000 (the "Schedule 13G"), with respect to the Class A Common Stock, par value $0.01 per share, of World Wrestling Federation Entertainment, Inc. is, and any amendments executed by us shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, and that this Agreement shall be included as an exhibit to the Schedule 13G and each such amendment. Each of the undersigned agrees to be responsible for the timely filing of the Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning itself contained therein. This agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 12th day of February, 2001.

VIACOM INC.

By: /s/ Michael D. Fricklas

Michael D. Fricklas
Executive Vice President
General Counsel and Secretary

NAIRI, INC.

By: /s/ Sumner M. Redstone

Sumner M. Redstone
Chairman and President

NATIONAL AMUSEMENTS, INC.

By: /s/ Sumner M. Redstone

Sumner M. Redstone
Chairman and
Chief Executive Officer

By: /s/ Sumner M. Redstone

Sumner M. Redstone
Individually