

Live Nation Entertainment, Inc.
 Form 4
 January 17, 2014

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 *
 Rowles Michael

2. Issuer Name and Ticker or Trading Symbol
 Live Nation Entertainment, Inc.
 [LYV]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 01/15/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & General Counsel

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

4. If Amendment, Date Original Filed(Month/Day/Year)

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

BEVERLY HILLS, CA 90210

(City) (State) (Zip)

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/15/2014		A		25,000	A	<u>(1)</u> <u>(2)</u> \$ 0
Common Stock	01/15/2014		S ⁽³⁾		2,253	D	\$ 0

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

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SEC 1474 (9-02)

number.

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)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (buy)	\$ 20.9	01/15/2014		A	100,000	<u>(4)</u> 01/15/2024	Common Stock 100,000
Stock Option (buy)	\$ 11.01	01/15/2014		<u>J</u> (3)	2,253	<u>(5)</u> 06/23/2020	Common Stock 2,253

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Rowles Michael
C/O LIVE NATION ENTERTAINMENT, INC.
9348 CIVIC CENTER DRIVE
BEVERLY HILLS, CA 90210

EVP & General Counsel

Signatures

Kathy Willard, Attorney-in-Fact for Michael Rowles

01/17/2014

 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) Reporting person received the award under the Live Nation Entertainment, Inc. 2005 Stock Incentive Plan, as amended and restated as of April 15, 2011.
- (2) Represents a restricted stock award. These shares will vest in four equal annual installments on the first, second, third and fourth anniversaries of the grant date.
On November 27, 2013, reporting person filed a Form 4 reporting 2,253 shares of common stock sold from the exercise of stock options.
- (3) The shares sold were fully vested restricted stock awards and not from the exercise of stock options. This transaction is being reported to correct the previously filed Form 4.
- (4) Only vested shares may be exercised. These options will vest in four equal annual installments on the first, second, third and fourth anniversaries of the grant date.

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- (5) Only vested shares may be exercised. As of the date of this report 101,760 shares are vested and exercisable and 33,920 shares will vest on June 23, 2014.

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.