

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Tanous William Lloyd</u> _____ (Last) (First) (Middle) <u>C/O WARNER MUSIC GROUP</u> <u>75 ROCKEFELLER PLAZA</u> _____ (Street) <u>NEW YORK NY 10019</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>Warner Music Group Corp. [ WMG ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>EVP, Chief Comm Officer</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>12/15/2010</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$5.49	12/15/2010		A		200,000		(3)	12/14/2020	Common Stock, par value \$0.001	200,000	\$0	200,000	D	
Stock Option (Right to Buy)	\$6.2	07/20/2011		D <sup>(1)</sup>			28,467	(2)	(2)	Common Stock, par value \$0.001	28,467	\$2.05 <sup>(1)</sup>	0	D	
Stock Option (Right to Buy)	\$5.29	07/20/2011		D <sup>(1)</sup>			16,500	(2)	(2)	Common Stock, par value \$0.001	16,500	\$2.96 <sup>(1)</sup>	0	D	
Stock Option (Right to Buy)	\$8.03	07/20/2011		D <sup>(1)</sup>			100,000	(2)	(2)	Common Stock, par value \$0.001	100,000	\$0.22 <sup>(1)</sup>	0	D	
Stock Option (Right to Buy)	\$5.49	07/20/2011		D <sup>(1)</sup>			200,000	(2)	(2)	Common Stock, par value \$0.001	200,000	\$2.76 <sup>(1)</sup>	0	D	

**Explanation of Responses:**

- Disposition in connection with the merger (the "Merger") of Airplanes Merger Sub, Inc. with and into Warner Music Group Corp., 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.
- All options became vested and were cancelled upon consummation of the Merger.
- The option generally vests and becomes exercisable in four equal installments on the day prior to each of the first through the fourth anniversaries of the grant date, which was 12/15/2010, subject to the employee's continued employment.

/s/ Trent N. Tappe as Attorney-  
in-Fact for William Lloyd      07/22/2011  
Tanous

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.