

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

<b>1. Name and Address of Reporting Person*</b> <u>BRONFMAN EDGAR JR</u>  (Last) (First) (Middle) <u>75 ROCKEFELLER PLAZA, 30TH FLOOR</u>  (Street) <u>NEW YORK NY 10019</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>Warner Music Group Corp. [ WMG ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Chairman &amp; CEO / (See Remarks)</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>03/15/2008</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	

**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			
Common Stock par value \$0.001 <sup>(1)(2)</sup>	03/15/2008		A		2,750,000	A	\$5.29	6,800,199 <sup>(3)</sup>	D	
Common Stock								3,969,790	I	See Footnote <sup>(4)</sup>

**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	Amount or Number of Shares				
Stock Option (Right to Buy)	\$5.29	03/15/2008		A		2,750,000		(5)	03/15/2018	Common Stock par value \$0.001	2,750,000	\$0	2,750,000	D	

**Explanation of Responses:**

- Represents Common Stock granted pursuant to a Restricted Stock Award Agreement, dated as of March 15, 2008. The shares of restricted stock generally vest based on a double trigger that includes achievement of both service and performance criteria (each, subject to continued employment through the applicable vesting dates). The time vesting criteria is in increments of 20% on the first five anniversaries of the date of grant, March 15, 2008. The performance criteria is as follows: 650,000 shares, upon WMG achieving an average closing stock price of at least \$10.00 per share over 60 consecutive trading days; (Continued footnote 2)
- 650,000 shares, upon WMG achieving an average closing stock price of at least \$13.00 per share over 60 consecutive trading days, 650,000 shares, upon WMG achieving an average closing stock price of at least \$17.00 per share over 60 consecutive trading days; and 800,000 shares, upon WMG achieving an average closing stock price of at least \$20.00 per share over 60 consecutive trading days.
- Total reflects 0.4282 fractional shares cancelled upon vesting of restricted stock.
- Represents shares of Warner Music Group Corp. held directly by three trusts for the benefit of the Reporting Person or a member of his immediate family, of which the Reporting Person is the trustee. The Reporting Person disclaims beneficial ownership of such shares, and this report shall not be deemed an admission that the Reporting Person is or was the beneficial owner of the securities for purposes of Section 16 or for any other purpose, except to the extent of the Reporting Person's pecuniary interest therein.
- This option becomes exercisable in increments of 20% on the first five anniversaries of the date of grant, March 15, 2008.

**Remarks:**

Because of the stockholders agreement among affiliates of Thomas H. Lee Partners, L.P. ("THL"), affiliates of Bain Capital Investors, LLC ("Bain Capital"), affiliates of Providence Equity Partners, Inc. ("Providence"), Mr. Bronfman and certain other parties, THL, Bain Capital, Providence and Mr. Bronfman are deemed to be a group pursuant to Rule 13d-5(b)(1) of the Securities Exchange Act of 1934, as amended, with respect to the common stock. The aggregate number of shares of common stock beneficially owned by THL, Bain Capital, Providence and Mr. Bronfman as of January 8, 2008 represents a majority of the Company's outstanding shares of common stock.

/s/ Trent N. Tappe as attorney-in-fact      03/18/2008

\*\* 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.

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