

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2009-01-26** | Period of Report: **2009-01-22**

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ISSUER

TICKETMASTER ENTERTAINMENT, INC.

CIK: **1006637** | IRS No.: **954546874** | State of Incorp.: **DE** | Fiscal Year End: **1231**
SIC: **7990** Miscellaneous amusement & recreation

Mailing Address

*8800 WEST SUNSET BLVD.
WEST HOLLYWOOD CA 90069*

Business Address

*8800 WEST SUNSET BLVD.
WEST HOLLYWOOD CA 90069
310-360-3300*

REPORTING OWNER

IRVINE DIANE M

CIK: **1287611**
Type: **4** | Act: **34** | File No.: **001-34064** | Film No.: **09546537**

Mailing Address

*705 FIFTH AVE S STE 900
SEATTLE WA 98104*

Business Address

*C/O BLUE NILE INC
705 FIFTH AVENUE S STE 900
SEATTLE WA 98104
2063366700*

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

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

1. Name and Address of Reporting Person IRVINE DIANE M			2. Issuer Name and Ticker or Trading Symbol TICKETMASTER ENTERTAINMENT, INC. [TKTM]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/22/2009			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		
8800 SUNSET BLVD.			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) WEST HOLLYWOOD, CA 90069								
(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 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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Restricted Stock Units	\$ 0	01/22/2009		A		3,523		08/20/2009 ⁽¹⁾	08/20/2010 ⁽¹⁾	Common Stock, par value \$0.01	3,523	\$ 0	8,144 ⁽²⁾	D	

Explanation of Responses:

- Represents restricted stock units acquired pursuant to the Company's 2008 Stock and Annual Incentive Plan, which vest in equal annual installments over two years.
- Total includes 4621 restricted stock units granted on August 20, 2008 with identical vesting and other terms.

Signatures

Chris Riley as Attorney-in-Fact for Diane M. Irvine

01/23/2009

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.