# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

| OMB APPROVAL             |           |  |  |  |
|--------------------------|-----------|--|--|--|
| DMB Number:              | 3235-0287 |  |  |  |
| Estimated average burden |           |  |  |  |
| nours per response       |           |  |  |  |

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 or Section 30(h) of the Investment Company Act of 1940

| (Last) (First) (Middle)           |             |  | 2. Issuer Name and Ticker or Trading Symbol Live Nation Entertainment, Inc. [LYV] |  |          |  |   | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  _X_ Director Officer (give title below) Other (specify below)       |                            |  |             |   |   |                   |
|-----------------------------------|-------------|--|---|--|----------|--|---|--|----------------------------|--|-------------|---|---|-------------------|
|                                   |             |  | 3. Date of Earliest Transaction (Month/Day/Year) 06/15/2011                       |  |          |  |   |  |                            |  |             |   |   |                   |
| (Street) BEVERLY HILLS, CA 90210  |             |  | 4. If Amendment, Date Original Filed(Month/Day/Year)                              |  |          |  |   | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting PersonForm filed by More than One Reporting Person |                            |  |             |   |   |                   |
| (City)                            | )           | (State)                                    | (Zip)   | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |          |  |   |  |                            |  |             |   |   |                   |
| 1.Title of Security<br>(Instr. 3) |             | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)                       | Code<br>(Instr. 8)   |          | 4. Securities Acquire (A) or Disposed of (D) (Instr. 3, 4 and 5) |   | of   | Beneficia                  | lly Owned Following<br>Transaction(s)        |             | Ownership<br>Form:<br>Direct (D)  | Beneficial<br>Ownership   |                   |
|                                   |             |  |   |  | Code     | V  | moun  | (A) or (D)   | Price                      |  |             |   | or Indirect (I) (Instr. 4)  | (Instr. 4)        |
| Common                            | Stock       |  | 06/15/2011  |  | A        | 1  | 1,583   | ) A  | \$ 0<br>( <u>1)</u>        | 43,956                                       |             |   | D   |                   |
| Reminder: indirectly.             | Report on a | separate line f                            | or each class of secu   | rities beneficially o  |          | Person contai  | ned iı  | n this for   | rm ar                      | e not req                                    | uired to re | nformation<br>espond unle   | ess   | C 1474 (9-<br>02) |
|                                   |             |  |   | erivative Securitions, puts, calls, was  |          |  |   |  |                            |  | l           |   |   |                   |
| Security                          | Conversion  | 3. Transaction<br>Date<br>(Month/Day/      | n 3A. Deemed<br>Execution Da<br>any   | 4.<br>te, if Transaction<br>Code<br>Year) (Instr. 8)                             | of and   |  | Pate Exercisable<br>Expiration Date<br>onth/Day/Year) |  | 7. T<br>Ame<br>Und<br>Seco | Title and ount of derlying urities tr. 3 and |             | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | Ownershi<br>Form of<br>Derivativ<br>Security:<br>Direct (D<br>or Indirect | o) ct             |
|                                   |             |  |   | Code V   | (A) (D)  | Date<br>Exerci   |   | Expiration<br>Date   | n<br>Title                 | Amount<br>or<br>e Number<br>of<br>Shares     |             |   |   |                   |
| Repor                             | ting O      | wners                                      |   |  | ionshins |  |   |  |                            |  |             |   |   |                   |

| Burnettin Owner / Addition  | Relationships |           |         |       |  |
|---|---------------|-----------|---------|-------|--|
| Reporting Owner Name / Address  |               | 10% Owner | Officer | Other |  |
| SHAPIRO MARK S<br>C/O LIVE NATION ENTERTAINMENT, INC.<br>9348 CIVIC CENTER DRIVE<br>BEVERLY HILLS, CA 90210 | X             |           |         |       |  |

### **Signatures**

| Kathy Willard, Attorney-in-Fact for Mark S. Shapiro | 06/17/2011 |
|---|------------|
| 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) Represents a restricted stock award. These shares will vest in full on June 15, 2012.

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 nu | mber. |
|--|-------|
|  |       |
|  |       |
|  |       |
|  |       |
|  |       |
|  |       |
|  |       |
|  |       |
|  |       |
|  |       |
|  |       |
|  |       |
|  |       |
|  |       |
|  |       |
|  |       |
|  |       |
|  |       |
|  |       |
|  |       |
|  |       |
|  |       |
|  |       |
|  |       |
|  |       |
|  |       |
|  |       |
|  |       |
|  |       |
|  |       |
|  |       |
|  |       |
|  |       |
|  |       |
|  |       |
|  |       |
|  |       |