

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

(Print or Type Responses)

1. Name and Address of Reporting Person * AZOFF IRVING			2. Issuer Name and Ticker or Trading Symbol Live Nation Entertainment, Inc. [LYV]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Chairman		
(Last) C/O LIVE NATION ENTERTAINMENT, INC., 9348 CIVIC CENTER DRIVE	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/27/2012					
(Street) BEVERLY HILLS, CA 90210			4. If Amendment, Date 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		
(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			
Common Stock	08/27/2012		A		150,000	A	(1) (2)	467,567	D	
Common Stock	08/27/2012		S(3)		39,100	D	\$ 8.66 (4)	3,221,860	I	See Footnote (5)
Common Stock	08/28/2012		S(3)		39,100	D	\$ 8.72 (6)	3,182,760	I	See Footnote (5)

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

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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)	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		Date Exercisable	Expiration Date						Title
Stock Option (buy)	\$ 8.71	08/27/2012		A		500,000	(7)	08/27/2022	Common Stock	500,000	(1)	500,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AZOFF IRVING C/O LIVE NATION ENTERTAINMENT, INC. 9348 CIVIC CENTER DRIVE BEVERLY HILLS, CA 90210	X		Executive Chairman	

Signatures

Kathy Willard, Attorney-in-Fact for Irving Azoff	08/29/2012
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 Ticketmaster Entertainment, Inc. Amended and Restated 2008 Stock and Annual Incentive Plan (as assumed by Live Nation Entertainment, Inc.).

(2) Represents a restricted stock award. If certain financial and/or operational performance targets specified by the Company's Compensation Committee are achieved, the award will vest 25% per year for four years.

(3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 15, 2012.

This transaction was executed in multiple trades at prices ranging from \$8.57 to \$8.78. The price reported above reflects the weighted average sale price. The reporting person hereby

(4) undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(5) Irving Azoff's indirect beneficial ownership includes shares held by Irving Azoff and Rochelle Azoff as Co-Trustees of the Azoff Family Trust of 1997 of which Mr. Azoff is a trustee, but not a beneficiary.

This transaction was executed in multiple trades at prices ranging from \$8.64 to \$8.80. The price reported above reflects the weighted average sale price. The reporting person hereby

(6) undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(7) 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.

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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