

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)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2012		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
1100 GLENDON AVENUE, SUITE 2000			4. If Amendment, Date Original Filed (Month/Day/Year)		
(Street)	LOS ANGELES, CA 90024				
(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	12/31/2012		A	(1)	196,007	A	\$ 0	663,574	D	
Common Stock	12/31/2012		M	(2)	73,720	A	\$ 0	737,294	D	
Common Stock	12/31/2012		F	(3)	34,391	D	\$ 9.31	702,903	D	
Common Stock	12/31/2012		M	(2)	106,531	A	\$ 0	809,434	D	
Common Stock	12/31/2012		F	(3)	49,697	D	\$ 9.31	759,737	D	
Common Stock	12/31/2012		F	(4)	58,173	D	\$ 9.31	701,564	D	
Common Stock	12/31/2012		F	(4)	9,789	D	\$ 9.31	691,775	D	
Common Stock	12/31/2012		D	(5)	150,000	D	\$ 0	541,775	D	
Common Stock	12/31/2012		S	(6)	1,474,372	D	\$ 8.98	1,082,788	I	See Footnote (7)
Common Stock	12/31/2012		S	(6)	196,007	D	\$ 8.98	345,768	D	

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	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Unit	\$ 0	12/31/2012		M	(8)		73,720	(8)	(8)	Common Stock	73,720	\$ 0	0 (8)	D	
Restricted Stock Unit	\$ 0	12/31/2012		M	(8)		106,531	(8)	(8)	Common Stock	106,531	\$ 0	0 (8)	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AZOFF IRVING 1100 GLENDON AVENUE, SUITE 2000 LOS ANGELES, CA 90024	X		Executive Chairman	

Signatures

/s/ Irving Azoff	01/03/2013
<small>Signature of Reporting Person</small>	<small>Date</small>

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).

Represents shares of Live Nation Entertainment, Inc. (the "Company") common stock issued to Irving Azoff ("Azoff") pursuant to that certain Agreement, entered into as of December 31, 2012 (the "Agreement") by and among Azoff, the Azoff Family Trust of 1997, the Company and Front Line Management Group, Inc. These shares were valued at \$8.98 per share for these purposes.

(2) Represents shares of Company common stock acquired upon the vesting of restricted stock units.

(3) Represents the withholding of shares of Company common stock to cover the payment of taxes in connection with the vesting of restricted stock units.

(4) Represents the withholding of shares of Company common stock to cover the payment of taxes in connection with the vesting of restricted stock grants.

(5) Represents shares of restricted stock that were forfeited for no value received in connection with the Agreement and the termination of Azoff's employment with the Company.

(6) Represents shares sold to Liberty Media Corporation in a private transaction.

(7) 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 Azoff is a trustee, but not a beneficiary.

(8) These restricted stock units were accelerated and vested in full in connection with the Agreement and the termination of Azoff's employment with the Company.

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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