# FORM 4

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

| OMB APPROVAL             |           |  |  |  |  |  |
|--------------------------|-----------|--|--|--|--|--|
| OMB Number:              | 3235-0287 |  |  |  |  |  |
| Estimated average burden |           |  |  |  |  |  |
| nours per response       | 0.5       |  |  |  |  |  |

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 Typ   | oe Responses  | )              |  |  |           |                           |     |             |  |   |                                |  |  |  |  |   |   |  |
|---|---|----------------|--|--|-----------|---------------------------|-----|-------------|--|---|--------------------------------|--|--|--|--|---|---|--|
| Name and Address of Reporting Person *  MILLER JON  |   |                |  | 2. Issuer Name <b>and</b> Ticker or Trading Symbol Live Nation Entertainment, Inc. [LYV] |           |                           |     |             |  |   | l                              |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director |  |  |   |   |  |
| (Last) (First) (Middle) C/O LIVE NATION ENTERTAINMENT, INC., 9348 CIVIC CENTER DRIVE (Street) BEVERLY HILLS, CA 90210 |   |                |  |  |           |                           |     |             |  |   |                                | ar)  |  |  |  |   |   |  |
|   |   |                |  |  |           |                           |     |             |  |   |                                | Year)  |  |  |  |   |   |  |
| (City)  |   | (State)        | (Zip)  |  |           |                           | Tal | ble I - N   | on-  | Derivati                                    | ve Seci                        | uritie   | s Acquire  | d, Dispose                             | ed of, or Bei                            | neficially Ow   | ned   |  |
| 1.Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Ye   |   |                | 2A. Deemed<br>Execution Date<br>any<br>(Month/Day/Ye |  | (Instr. 8 |                           | )   | (A)<br>(Ins | 4. Securities Ac (A) or Disposec (Instr. 3, 4 and 3) |   | of (D) B<br>S) R<br>(I         | Beneficially Owned Follor<br>Reported Transaction(s)<br>(Instr. 3 and 4) |  |  | Ownership<br>Form:                       | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)                               |   |  |
| Common  | Stock   | (              | 08/20/2010   |  |           |                           |     | M(1)        | -  | 6,0   | _                              | ( )  | +  | 2,007                                  |  |   | )   |  |
|   |   |                | Table II - I   |  |           |                           |     | -           | fc<br>fc   | ontaine<br>orm dis <sub>l</sub><br>, Dispos | d in th<br>plays a<br>ed of, o | nis fo<br>a cur<br>or Ben  | rm are n<br>rently va  | ot require                             | on of infor<br>ed to respo<br>control nu | ond unless  |   | 1474 (9-02)  |
| 1. Title of   | 2.  | 3. Transaction | 3A. Deemed   | e.g., p  |           | ılls,                     |     |             | •  | ons, conv                                   |                                |  | <b>rities)</b><br>7. Title ai  | nd.                                    | & Price of                               | 9. Number o   | f 10  | 11. Natu   |
| Derivative<br>Security<br>(Instr. 3)  | Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | Date           |  |  |           | e, if Transaction<br>Code |     |             | and  | d Expirat                                   | Expiration Date ath/Day/Year)  |  | Amount of<br>Underlyin<br>Securities<br>(Instr. 3 a                                | t of Derivative Security (Instr. 5)    |  | 9. Number of perivative Securities Beneficially Owned Following Reported Transaction((Instr. 4) | Ownersh<br>Form of<br>Derivativ<br>Security<br>Direct (I<br>or Indire | nip of Indire<br>Benefici<br>Ownersh<br>(Instr. 4) |
|   |   |                |  |  | Code      | v                         | (A) | (D)         | Da<br>Ex   | nte<br>ercisable                            | Expirate Date                  | ation  | Title  | Amount<br>or<br>Number<br>of<br>Shares |  |   |   |  |
| Restricted  |   |                |  |  |           |                           |     |             |  |   |                                |  | Commo  | n                                      |  |   |   |  |

6,002

M

<u>(2)</u>

Stock,

par value

\$0.01

6,002

\$ 0

0

D

### **Reporting Owners**

\$ 0

Stock

Unit

08/20/2010

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

### **Signatures**

| Michael Rowles, Attorney-in-Fact for Jon Miller | 08/24/2010 |  |  |
|---|------------|--|--|
| **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 shares of Live Nation Entertainment, Inc. common stock acquired upon vesting of restricted stock units.
- (2) All restricted stock units were fully vested as of August 20, 2010.

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 number. |  |
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