### Edgar Filing: LOVEMAN GARY W - Form 4

LOVEMAN G	ARY W									
Form 4										
March 03, 2010	Л							OMB AI	PPROVAL	
	UNITED	STATES		ΓIES AN ington, D			OMMISSION	OMB Number:	3235-0287	
Check this b if no longer subject to Section 16. Form 4 or	STATEM	x STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires: January 31, 2005 Estimated average burden hours per response 0.5	
Form 5 obligations may continu <i>See</i> Instructi 1(b).	e. Section 17(	a) of the	•	ty Holdin	g Compa	any Act of	e Act of 1934, 1935 or Section 0	1		
(Print or Type Res	ponses)									
1. Name and Address of Reporting Person <u>*</u> LOVEMAN GARY W			2. Issuer Name <b>and</b> Ticker or Trading Symbol HARRAHS ENTERTAINMENT			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			INC [HET]							
(Last) (First) (Middle) ONE CAESARS PALACE DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 03/01/2010			_X_ Director10% Owner _X_ Officer (give titleOther (specify below) below) Chairman, President and CEO				
(Street) LAS VEGAS, NV 89109			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> <li>Person</li> </ul>				
(City)	(State)	(Zip)	Table I	- Non-Deri	ivative Sec	curities Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execu any	eeemed ition Date, if th/Day/Year)	3. Transactic Code (Instr. 8)	Disposed (Instr. 3,	(A) or of (D) 4 and 5) (A) or	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)	
Non-Voting Common Stock				Code V	Amount	(D) Price	100,730.76 (1)	I	Qualified Annuity Trust	
Non-Voting Preferred Stock							49,269.14 <u>(1)</u>	I	Qualified Annuity Trust	

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Stock Option	\$ 56.08	03/01/2010	03/01/2010	А	457,998	(2)	03/01/2020	Non-Voting Common Stock	457,9

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships					
r g t	Director	10% Owner	Officer	Other		
LOVEMAN GARY W ONE CAESARS PALACE DRIVE LAS VEGAS, NV 89109	Х		Chairman, President and CEO			
Signatures						
Gary W. Loveman by Angela P. Winter, attorney-in-fact			03/03/2010			
**Signature of Reporting Person			Date			
<b>Explanation of Resp</b>	onses	S:				

### \* 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) These shares were previously reported as directly beneficially owned but were contributed to a qualified annuity trust on June 29, 2009.

(2) Exercisable in four equal installments on 3/1/2012, 3/1/2013, 3/1/2014 and 3/1/2015.

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.