

CAESARS ENTERTAINMENT INC
Form 4
June 15, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
DELURY BERNARD

2. Issuer Name and Ticker or Trading Symbol
CAESARS ENTERTAINMENT INC [cZR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3930 HOWARD HUGHES PKWY

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/13/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP General Counsel & Secty

LAS VEGAS, NV 89109

(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 | 06/13/2005 | | D | | 23,765 | D | (1) 0 |
| Common Stock SRU | 06/13/2005 | | D | | 40,000 | D | (2) 0 |
| Performance Award | 06/13/2005 | | D | | 20,900 | D | (3) 0 |
| Restricted Stock Units | 06/13/2005 | | D | | 106,725 | D | (4) 0 |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy) | \$ 14.935 | 06/13/2005 | | D | 166,800 | 01/20/2005 01/20/2014 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 19.11 | 06/13/2005 | | D | 48,100 | 06/13/2005 01/28/2015 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DELURY BERNARD 3930 HOWARD HUGHES PKWY LAS VEGAS, NV 89109 | | | EVP General Counsel & Secty | |

Signatures

BERNARD E.
DELURY, JR. 06/13/2005

__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).

Pursuant to the Agreement and Plan or Merger, dated as of July 14, 2004 (the "Merger Agreement"), by and among Caesars, Harrah's Entertainment Inc. ("Harrah's") and Harrah's Operating Company, Inc., at the effective time of the merger contemplated therein, each outstanding share of Caesars common stock was converted into the right to receive either 0.3247 shares of Harrah's common stock or

(1) \$17.75 in cash, at each stockholder's election and subject to proration as described in the Merger Agreement. As a result of the proration calculations that have not yet been completed as of the date of this filing, it is not possible to determine the exact amount of merger consideration to be received by the reporting person for each share of Caesars common stock disposed of in the merger. Harrah's will issue a press release announcing the final merger consideration when it is determined.

(2)

Edgar Filing: CAESARS ENTERTAINMENT INC - Form 4

Disposed of pursuant to merger agreement between issuer and Harrah's Entertainment Inc. in exchange for 12,988 shares of HET common stock with a market value of \$73.17/share on the effective date of the merger.

- (3) Disposed of pursuant to merger agreement between issuer and Harrah's Entertainment Inc. in exchange for 6,786 shares of HET common stock with a market value of \$73.17/share on the effective date of the merger.
- (4) Disposed of pursuant to merger agreement between issuer and Harrah's Entertainment Inc. in exchange for 34,653 shares of HET common stock with a market value of \$73.17/share on the effective date of the merger.
- (5) This option, which provided for vesting in four equal annual installments beginning January 20, 2006, was assumed by Harrah's in the merger and replaced with an option to purchase 54,160 shares of HET common stock for \$46 per share.
- (6) This option, which provided for vesting in four equal annual installments beginning January 28, 2005, was assumed by Harrah's in the merger and replaced with an option to purchase 15,618 shares of HET common stock for \$58.86 per share.

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.