

HARRAHS ENTERTAINMENT INC
 Form 4
 January 30, 2008

FORM 4

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

OMB APPROVAL

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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 *
 Thomas Mary Helena

(Last) (First) (Middle)

C/C HARRAH'S
 ENTERTAINMENT, INC, ONE
 CAESARS PALACE DRIVE

(Street)

LAS VEGAS, NV 89119

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 HARRAHS ENTERTAINMENT
 INC [HET]

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/28/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Sr. VP Human Resources

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	(D)	Price
Common Stock	01/28/2008		J		2,834	D	(4) 0
Non-Voting Common Stock	01/28/2008		A		1,712.83	A	(5) 1,712.83
Non-Voting Preferred Stock	01/28/2008		A		837.77	A	(5) 837.77
Non-Voting	01/28/2008		A		973.33	A	\$ 2,686.16

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Common Stock						100	
Non-Voting Preferred Stock	01/28/2008	A	476.07	A	\$ 100	1,313.84	D

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

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(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 Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Appreciation Right	\$ 71.225	01/28/2008		D	25,000	<u>(1)(2)</u> 02/16/2013	Common Stock	25,000
Stock Appreciation Right	\$ 64.97	01/28/2008		D	27,012	<u>(1)(3)</u> 07/19/2013	Common Stock	27,012

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thomas Mary Helena C/C HARRAH'S ENTERTAINMENT, INC ONE CAESARS PALACE DRIVE LAS VEGAS, NV 89119			Sr. VP Human Resources	

Signatures

Mary H. Thomas by Angela P. Winter,
Attorney-in-Fact

01/28/2008

**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).

- Disposed of pursuant to the merger agreement (the "Merger Agreement") among the Issuer, Hamlet Holdings LLC, ("Parent") and Hamlet Merger Inc. a wholly-owned subsidiary of Parent (the "Merger"), which provides that all vested and unvested stock appreciation rights will be cancelled pursuant to the Merger Agreement in exchange for cash consideration equal to \$90.00 per share less the exercise price per share.
- (1) The stock appreciation rights were exercisable in three equal installments on 1/1/07, 1/1/08 and 1/1/09.
 - (2) The stock appreciation rights were exercisable in three equal installments on 6/30/07, 6/30/08 and 6/30/09.
 - (3) Exchanged in connection with the Merger, for 1,712.73 shares of non-voting common stock and 837.77 shares of non-voting preferred stock of surviving corporation, each having a market value of \$100 per share.
 - (4) 1,712.83 shares of non-voting common stock and 837.77 shares of non-voting preferred stock acquired through exchange described in footnote 4.

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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