

Miller Gregory James  
 Form 3  
 May 03, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Miller Gregory James		(Month/Day/Year)	CAESARS ENTERTAINMENT Corp [CZR]	
(Last)	(First)	(Middle)	05/02/2012	
ONE CAESARS PALACE DRIVE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
LAS VEGAS,Â NVÂ 89109			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			SVP of Domestic Development	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

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	6,968 <sup>(1)</sup>	D	Â

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

Edgar Filing: Miller Gregory James - Form 3

	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Stock Option	Â (2)	02/27/2018	Common Stock 11,060 (1) \$ 20.09 (5)	D Â
Stock Option	Â (3)	02/23/2020	Common Stock 16,670 (1) \$ 20.09 (6)	D Â
Stock Option	Â (4)	11/29/2021	Common Stock 8,710 (1) \$ 20.09 (7)	D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miller Gregory James ONE CAESARS PALACE DRIVE LAS VEGAS, NV 89109	Â	Â	Â SVP of Domestic Development	Â

## Signatures

/s/ Gregory J. Miller, by Jill Eaton,  
Attorney-in-Fact 05/03/2012

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Gives effect to the 1.742-for-1 stock split on February 8, 2012.
- (2) Exercisable in five equal installments on 1/28/2009, 1/28/2010, 1/28/2011, 1/28/2012 and 1/28/2013.
- (3) Exercisable in four equal installments on 2/23/2012, 2/23/2013, 2/23/2014 and 2/23/2015.
- (4) Exercisable in four equal installments on 9/30/2012, 9/30/2013, 9/30/2014, and 9/30/2015.
- (5) Original price at grant date was \$100.00. The options were re-priced on 7/8/2011 to \$35.00. The current price has been adjusted to reflect the 1.742-for-1 stock split on 2/8/2012.
- (6) Original price at grant date was \$56.08. The options were re-priced on 7/8/2011 to \$35.00. The current price has been adjusted to reflect the 1.742-for-1 stock split on 2/8/2012.
- (7) Original price at grant date was \$35.00; the price has been adjusted to reflect the 1.742-for-1 stock split on 2/8/2012.

Â

### Remarks:

Mr. Miller's title is pending all required regulatory approvals.

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.