

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 *
 JONES JANIS L

(Last) (First) (Middle)

C/O 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 Comm & Govt Relations

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | 01/28/2008 | | D | V Amount (A) or (D) Price \$ 90 (1) | 24,138 (1) 0 | D | |
| Common Stock | 01/28/2008 | | D | V Amount (A) or (D) Price (11) 0 | 16,667 (11) 0 | D | |
| Non-Voting Common Stock | 01/28/2008 | | A | V Amount (A) or (D) Price (12) 10,073.27 | 10,073.27 | D | |
| Non-Voting Preferred | 01/28/2008 | | A | V Amount (A) or (D) Price (12) 4,927.02 | 4,927.02 | D | |

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Stock

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 Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 27.2813 | 01/28/2008 | | D | 9,277 | (2)(4) 11/12/2009 | Common Stock | 9,277 | |
| Stock Option (right to buy) | \$ 28.8125 | 01/28/2008 | | D | 33,388 | (2)(5) 11/15/2010 | Common Stock | 33,388 | |
| Stock Option (right to buy) | \$ 47.025 | 01/28/2008 | | D | 30,000 | (2)(6) 06/20/2009 | Common Stock | 30,000 | |
| Stock Option (right to buy) | \$ 43.495 | 01/28/2008 | | D | 28,467 | (2)(7) 06/18/2010 | Common Stock | 28,467 | |
| Stock Option (right to buy) | \$ 52.585 | 01/28/2008 | | D | 30,000 | (2)(8) 06/16/2011 | Common Stock | 30,000 | |
| Stock Option (right to buy) | \$ 73.95 | 01/28/2008 | | D | 40,000 | (2)(9) 06/17/2012 | Common Stock | 40,000 | |
| Stock Appreciation Right | \$ 64.97 | 01/28/2008 | | D | 27,705 | (3)(10) 07/19/2013 | Common Stock | 27,705 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JONES JANIS L | | | Sr. VP Comm & Govt Relations | |

C/O HARRAH'S ENTERTAINMENT, INC
ONE CAESARS PALACE DRIVE
LAS VEGAS, NV 89119

Signatures

Janis L. Jones 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).
 - (1) 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 for the cancellation of shares of Common Stock of the Issuer in exchange for \$90.00 per share (the "Merger Consideration").
 - (2) All vested and unvested options were cancelled pursuant to the Merger Agreement in exchange for cash consideration equal to the Merger Consideration less the exercise price per share.
 - (3) All vested and unvested stock appreciation rights were cancelled pursuant to the Merger Agreement in exchange for cash consideration equal to the Merger Consideration less the exercise price per share.
 - (4) The options were exercisable on 1/1/03 and 1/1/04.
 - (5) The options were exercisable in four equal installments on 1/1/02, 1/1/03, 1/1/04 and 1/1/05.
 - (6) The options were exercisable in three equal installments on 1/1/03, 1/1/04 and 1/1/05.
 - (7) The options were exercisable in three equal installments on 1/1/04, 1/1/05 and 1/1/06.
 - (8) The options were exercisable in three equal installments on 1/1/05, 1/1/06 and 1/1/07.
 - (9) The options were exercisable in three equal installments on 1/1/06, 1/1/07 and 1/1/08.
 - (10) The stock appreciation rights were exercisable in three equal installments on 6/30/07, 6/30/08 and 6/30/09.
 - (11) Exchanged in connection with the Merger, for 10,073.28 shares of non-voting common stock and 4,927.02 shares of non-voting preferred stock of surviving corporation, each having a market value of \$100 per share.
 - (12) 10,073.28 shares of non-voting common stock and 4,927.02 shares of non-voting preferred stock acquired through exchange described in footnote 11.

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.