

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 *
 NORTON DAVID W

(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 Chief Marketing Officer

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	01/28/2008		D		9,550 ⁽¹⁾	D	\$ 90 ₍₁₎
Common Stock	01/28/2008		D		15,648	D	0
Non-Voting Common Stock	01/28/2008		A		9,457.42	A	0
Non-Voting Preferred	01/28/2008		A		4,625.78	A	0

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Stock

Non-Voting Common Stock	01/28/2008	A	2,884.5	A	\$ 100	12,341.92	D
Non-Voting Preferred Stock	01/28/2008	A	1,410.86	A	\$ 100	6,036.64	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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Stock Option (right to buy)	\$ 47.025	01/28/2008		D	15,000	(2)(4) 06/20/2009	Common Stock 15,
Stock Option (right to buy)	\$ 52.585	01/28/2008		D	19,000	(2)(5) 06/16/2011	Common Stock 19,
Stock Option (right to buy)	\$ 73.95	01/28/2008		D	40,000	(2)(6) 06/17/2012	Common Stock 40,
Stock Option (right to buy)	\$ 63.96	01/28/2008		D	100,000	(2)(7) 11/09/2012	Common Stock 100,
Stock Appreciation Right	\$ 64.97	01/28/2008		D	35,128	(3)(8) 07/19/2013	Common Stock 35,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORTON DAVID W C/O HARRAH'S ENTERTAINMENT, INC ONE CAESARS PALACE DRIVE			Sr. VP Chief Marketing Officer	

LAS VEGAS, NV 89119

Signatures

David W. Norton 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 in three equal installments on 1/1/03, 1/1/04 and 1/1/05.
 - (5) The options were exercisable in three equal installments on 1/1/05, 1/1/06 and 1/1/07.
 - (6) The options were exercisable in three equal installments on 1/1/06, 1/1/07 and 1/1/08.
 - (7) The options were exercisable in three installments on 1/1/08, 1/1/09, and 1/1/10 in the following amounts: 25,000, 25,000 and 50,000 respectively.
 - (8) The stock appreciation rights were exercisable in three equal installments on 6/30/07, 6/30/08 and 6/30/09.
 - (9) Exchanged in connection with the Merger for 9,457.42 shares of non-voting common stock and 4,625.78 shares of non-voting preferred stock of surviving corporation, each having a market value of \$100 per share.
 - (10) 9,457.42 shares of non-voting common stock and 4,625.78 shares of non-voting preferred stock acquired through exchange described in footnote 9.

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.