#### Edgar Filing: HARRAHS ENTERTAINMENT INC - Form 4

#### HARRAHS ENTERTAINMENT INC

Form 4

January 30, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

**OMB APPROVAL** 

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(City)

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \* **BIONDI FRANK** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

HARRAHS ENTERTAINMENT

(Check all applicable)

INC [HET]

(Month/Day/Year)

01/28/2008

(First) (Middle) 3. Date of Earliest Transaction

X\_ Director Officer (give title

10% Owner Other (specify

C/O HARRAH'S ENTERTAINMENT, INC., ONE

CAESARS PALACE DRIVE

(Street)

(State)

01/28/2008

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

(Zip)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

LAS VEGAS, NV 89119

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following

Ownership Form: Direct (D) or Indirect (I)

(Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) Transaction(s) or

Code V (D) Price Amount

(Instr. 3 and 4)

Reported

\$ 90 D  $4,102 \frac{(1)}{2}$ D (1)

Common 01/28/2008 Stock

5,137.36 \$ 90 D 0 (1)

Ι

D

By Directors Stock Plan

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

D

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

SEC 1474 (9-02)

## Edgar Filing: HARRAHS ENTERTAINMENT INC - Form 4

number.

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. Transactic Code (Instr. 8)	5. Number coof 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)		8. l De Sec (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 49.32	01/28/2008		D	5,000	(2)(3)	05/01/2012	Common Stock	5,000	\$
Stock Option (right to buy)	\$ 47.025	01/28/2008		D	2,000	(2)(4)	06/20/2009	Common Stock	20,000	\$
Stock Option (right to buy)	\$ 43.495	01/28/2008		D	2,000	(2)(5)	06/18/2010	Common Stock	2,000	\$

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
BIONDI FRANK C/O HARRAH'S ENTERTAINMENT, INC. ONE CAESARS PALACE DRIVE LAS VEGAS, NV 89119	X					

# **Signatures**

Frank J. Biondi, Jr. by Angela P. Winter, Attorney-in-Fact 01/28/2008

\*\*Signature of Reporting Person

## **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)** 

Reporting Owners 2

Date

### Edgar Filing: HARRAHS ENTERTAINMENT INC - Form 4

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) The options were exercisable in ten equal installments on 4/1/03, 4/1/04, 4/1/05, 4/1/06, 4/1/07, 4/1/08, 4/1/09, 4/1/10, 4/1/11 and 4/1/12.
- (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 1/1/04, 1/1/05 and 1/1/06.

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.