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HARRAHS ENTERTAINMENT INC Form SC 13G/A February 14, 2002

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

SCHEDULE 13G Under the Securities Exchange Act of 1934 Amendment No. 1

Harrah's Entertainment, Inc.

(Name of Issuer)

Common Stock, \$0.10 par value

(Title of Class of Securities)

413619107

(CUSIP Number)

December 31, 2001

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[X] Rule 13d-1(b)

[_] Rule 13d-1(c)

[_] Rule 13d-1(d)

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CUSIP No. 413619107 13G 1. Name of Reporting Person I.R.S. Identification No. of above Person

Goldman Sachs Asset Management, a separate operating unit of

| Goldman, Sachs & Co. | | |
|------------------------------------|---|----------------|
| 2. Check the Appr | |) [_]) [_] |
| 3. SEC Use Only | | |
| 4. Citizenship or New York | Place of Organization | |
| | 5. Sole Voting Power | |
| Number of | 7,632,976 | |
| Shares Beneficially Owned by | <pre>6. Shared Voting Power 0</pre> | |
| Each | 7. Sole Dispositive Power | |
| Reporting | 9,978,696 | |
| Person With: | 8. Shared Dispositive Power 0 | |
| 9. Aggregate Amou 9,978,696 | ant Beneficially Owned by Each Reporting Person | |
| 10. Check if the A | ggregate Amount in Row (9) Excludes Certain Sh | ares |
| 11. Percent of Cla 8.9% | ass Represented by Amount in Row (9) | |
| 12. Type of Report IA | ing Person | |

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Item 1(b). Address of Issuer's Principal Executive Offices: 5100 West Sahara Avenue, Suite 200 Las Vegas, NV 89146

Item 4. Ownership.*

- (a). Amount beneficially owned:See the response(s) to Item 9 on the attached cover page(s).
- (b). Percent of Class: See the response(s) to Item 11 on the attached cover page(s).
- (c). Number of shares as to which such person has:
 - (i). Sole power to vote or to direct the vote: See the response(s) to Item 5 on the attached cover page(s).
 - (ii). Shared power to vote or to direct the vote: See the response(s) to Item 6 on the attached cover page(s).
 - (iii). Sole power to dispose or to direct the disposition
 of: See the response(s) to Item 7 on the attached
 cover page(s).
 - (iv). Shared power to dispose or to direct the disposition
 of: See the response(s) to Item 8 on the attached
 cover page(s).
- Item 10. Certification.
 By signing below I certify that, to the best of my knowledge
 and belief, the securities referred to above were acquired
 and are held in the ordinary course of business and were not
 acquired and are not held for the purpose of or with the
 effect of changing or influencing the control of the issuer
 of the securities and were not acquired and are not held in
 connection with or as a participant in any transaction having
 that purpose or effect.

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^{*} In accordance with Securities and Exchange Commission ("SEC") Release No. 34-39538 (January 12, 1998), this filing reflects the securities beneficially owned by the asset management unit of Goldman, Sachs & Co. (the "Asset Management Unit). This filing does not reflect securities, if any, beneficially owned by any other operating unit of Goldman, Sachs & Co. The Asset Management Unit disclaims beneficial ownership of the securities beneficially owned by (i) any client accounts with respect to which it or its employees have voting or investment discretion, or both, and (ii) certain investment entities, of which its affiliate is the general partner, managing general partner or other manager, to the extent interests in such entities are held by persons other than the Asset Management Unit.

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2002

GOLDMAN, SACHS & CO. on behalf of Goldman Sachs Asset Management

By: /s/ Roger S. Begelman Name: Roger S. Begelman Title: Attorney-in-fact

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