#### SELLS BOAKE A

Form 4

November 25, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

Expires:

3235-0287 Number:

**OMB APPROVAL** 

January 31, 2005

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**SECURITIES** Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* SELLS BOAKE A

2. Issuer Name and Ticker or Trading

Symbol

HARRAHS ENTERTAINMENT INC [HET]

(Check all applicable)

(First) (Middle)

(State)

3. Date of Earliest Transaction

(Month/Day/Year) 11/23/2005

\_X\_\_ Director 10% Owner Other (specify Officer (give title

5. Relationship of Reporting Person(s) to

ONE HARRAH'S COURT

(Zip)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

Issuer

below)

LAS VEGAS, NV 89119

(,)	(3)	Table 1 - 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)	Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price		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			Code V	Amount	(D)	Price	19,000	D	
Common Stock	11/23/2005	11/23/2005	A <u>(1)</u>	102.17	A	\$ 69.58	20,482.51	I	Directors Stock Plan

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

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#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/		Underly Securiti (Instr. 3	ying ies	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
SELLS BOAKE A							
ONE HARRAH'S COURT	X						
LAS VEGAS, NV 89119							

# **Signatures**

Boake A. Sells, by Angela P. Winter, 11/25/2005 attorney-in-fact

> \*\*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).

On November 3, 2005, the Issuer announced the declaration of a cash dividend of \$0.3625 per share, payable to all holders of record at the close of business on November 9, 2005. Pursuant to the 1996 Non-Management Directors Stock Incentive Plan, the plan administrator reinvested the dividend paid on shares held in the plan through an open market purchase, with the value of shares so purchased credited proportionately to each participant in the Plan.

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.

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