

HARRAHS ENTERTAINMENT INC

Form 4

May 23, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
JENKIN THOMAS M

2. Issuer Name and Ticker or Trading
Symbol
HARRAHS ENTERTAINMENT
INC [HET]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE HARRAH'S COURT

(Street)

LAS VEGAS, NV 89119

3. Date of Earliest Transaction
(Month/Day/Year)
05/20/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Division President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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	05/20/2005	05/20/2005	M		14,552	A	\$ 47.025	54,552 D
Common Stock	05/20/2005	05/20/2005	M		9,588	A	\$ 28.8125	64,140 D
Common Stock	05/20/2005	05/20/2005	M		12,500	A	\$ 28.9	76,640 D
Common Stock	05/20/2005	05/20/2005	M		18,867	A	\$ 52.585	95,507 D
Common Stock	05/20/2005	05/20/2005	M		18,333	A	\$ 47.1	113,840 D

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Common Stock	05/20/2005	05/20/2005	M	18,978	A	\$ 43.495	132,818	D	
Common Stock	05/20/2005	05/20/2005	S	92,818	D	\$ 70.67	40,000	D	
Common Stock							197	I	401(k) ⁽¹⁾

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

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SEC 1474
(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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 47.025	05/20/2005	05/20/2005	M		14,552		<u>(2)</u>	06/20/2009	Common Stock	14,552
Employee Stock Option (Right to Buy)	\$ 28.8125	05/20/2005	05/20/2005	M		9,588		<u>(3)</u>	11/16/2010	Common Stock	9,588
Employee Stock Option (Right to Buy)	\$ 28.9	05/20/2005	05/20/2005	M		12,500		<u>(3)</u>	07/25/2011	Common Stock	12,500
Employee Stock Option (Right to Buy)	\$ 47.1	05/20/2005	05/20/2005	M		18,333		<u>(4)</u>	11/12/2013	Common Stock	18,333

Employee Stock Option (Right to Buy)	\$ 43.495	05/20/2005	05/20/2005	M	18,978	<u>(4)</u>	06/18/2010	Common Stock	18,978
Employee Stock Option (Right to Buy)	\$ 52.585	05/20/2005	05/20/2005	M	18,867	<u>(5)</u>	06/16/2011	Common Stock	18,867

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JENKIN THOMAS M ONE HARRAH'S COURT LAS VEGAS, NV 89119			Division President	

Signatures

Thomas M. Jenkin by Angela P. Winter,
attorney-in-fact

05/23/2005

 **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) Held by the Trustees of the Harrah's Entertainment, Inc. Savings and Retirement Plan. Holdings reported as of 4/29/2005 and rounded to the nearest share.
- (2) Exercisable in three equal installments on 1/1/03, 1/1/04, and 1/1/05.
- (3) Exercisable in four equal installments on 01/01/02; 01/01/03; 01/01/04; and 01/01/05.
- (4) Exercisable in three equal installments on 1/1/2004; 1/1/2005; and 1/1/2006.
- (5) Exercisable in three equal installments on 1/1/2005, 1/1/2006, and 1/1/2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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