LOVEMAN GARY W

Form 4

March 31, 2010

FORM 4

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

SECURITIES

OMB 3235-0287

Check this box

Number: January 31, Expires: 2005

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Estimated average burden hours per response... 0.5

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.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *LOVEMAN GARY W			2. Issuer Name and Ticker or Trading Symbol HARRAHS ENTERTAINMENT INC [HET]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) ONE CAESAF	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/29/2010	_X_ Director 10% Owner Other (specify below) Chairman, President and CEO			
(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			
LAS VEGAS,	NV 89109			Form filed by More than One Reporting Person			

(City)	(State) (Z	Cip) Table	I - Non-De	erivative Secur	ities A	cquire	d, Disposed of, o	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Approximately 1.	of (D)	ed (A)	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)
Non-Voting Common Stock	03/29/2010	03/29/2010	<u>J(1)</u>	49,269.14	A	<u>(1)</u>	149,999.9	I	Qualified Annuity Trust (2)
Non-Voting Preferred	03/29/2010	03/29/2010	J <u>(1)</u> V	49,269.14	D	<u>(1)</u>	0	I	Qualified Annuity

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

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Trust (2)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

10% Owner Officer Other Director

03/31/2010

LOVEMAN GARY W

ONE CAESARS PALACE DRIVE X Chairman, President and CEO

LAS VEGAS, NV 89109

Signatures

Gary W. Loveman by Angela P. Winter, 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).
- Pursuant to a reclassification exempt under Rule 16b-7, each share of Non-Voting Preferred Stock (\$0.01 par value) was reclassified into one (1) share of Non-Voting Common Stock (\$0.01 par value).
- (2) These shares were previously reported as directly beneficially owned but were contributed to a qualified annuity trust on June 29, 2009.

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.

Reporting Owners 2