

DELURY BERNARD  
Form 4  
February 01, 2005

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DELURY BERNARD

2. Issuer Name and Ticker or Trading Symbol  
CAESARS ENTERTAINMENT INC [CZR]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
EVP, General Counsel and Secty

(Last) (First) (Middle)

CAESARS ENTERTAINMENT INC, 3930 HOWARD HUGHES PARKWAY

3. Date of Earliest Transaction (Month/Day/Year)  
01/28/2005

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

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

LAS VEGAS, NV 89109

(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 Ownership (Instr. 4)		
			Code	V	Amount or (D) Price				
Restricted Stock Units	01/28/2005		A		19,200 (1)	A	\$ 0	126,440	D
Common Stock								4,050	D
Common Stock SRU								40,000	D

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

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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 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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 19.11	01/28/2005		A	48,100	01/28/2006 <sup>(2)</sup> 01/28/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 6.5					01/15/2000 <sup>(2)</sup> 01/15/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 6.85					02/24/2004 <sup>(3)</sup> 02/24/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.55					01/28/2004 <sup>(4)</sup> 01/28/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 9.1136					03/13/1998 <sup>(2)</sup> 03/13/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 9.935					01/30/2003 <sup>(2)</sup> 01/30/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 11.1875					01/27/2004 <sup>(2)</sup> 01/13/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 11.22					01/29/2002 <sup>(2)</sup> 01/29/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 11.2273					01/21/1999 <sup>(2)</sup> 01/21/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.935					01/20/2005 01/20/2014	Common Stock

