

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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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

(Street)
LAS VEGAS, NV 89109

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

(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 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)

required to respond unless the form displays a currently valid OMB control number.

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 ⁽²⁾ 01/28/2015 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 6.5 | | | | | 01/15/2000 ⁽²⁾ 01/15/2009 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 6.85 | | | | | 02/24/2004 ⁽³⁾ 02/24/2013 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 7.55 | | | | | 01/28/2004 ⁽⁴⁾ 01/28/2013 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 9.1136 | | | | | 03/13/1998 ⁽²⁾ 03/13/2007 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 9.935 | | | | | 01/30/2003 ⁽²⁾ 01/30/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 11.1875 | | | | | 01/27/2004 ⁽²⁾ 01/13/2010 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 11.22 | | | | | 01/29/2002 ⁽²⁾ 01/29/2011 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 11.2273 | | | | | 01/21/1999 ⁽²⁾ 01/21/2008 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 14.935 | | | | | 01/20/2005 01/20/2014 | Common Stock |

