

ROWAN MARC J  
Form 3  
February 07, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 \*

Â ROWAN MARC J  
(Last) (First) (Middle)

C/O APOLLO  
MANAGEMENT, L.P.,Â 9  
WEST 57TH STREET, 43RD  
FLOOR  
(Street)

NEW YORK,Â NYÂ 10019  
(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
01/28/2008

3. Issuer Name and Ticker or Trading Symbol  
HARRAHS ENTERTAINMENT INC [N/A]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer  Other  
(give title below) (specify below)

5. 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

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Voting Common Stock, par value \$0.01 per share	10	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4) 2. Date Exercisable and Expiration Date 3. Title and Amount of Securities Underlying 4. Conversion 5. Ownership 6. Nature of Indirect Beneficial Ownership

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(Month/Day/Year)		Derivative Security (Instr. 4)	or Exercise	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	

**Reporting Owners**

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

ROWAN MARC J  
 C/O APOLLO MANAGEMENT, L.P.  
 9 WEST 57TH STREET, 43RD FLOOR  
 NEW YORK, NY 10019

Â X      Â      Â      Â

**Signatures**

/s/ Marc J.      02/07/2008  
 Rowan

\_\_Signature of      Date  
 Reporting Person

**Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Mr. Rowan is one of six members of Hamlet Holdings LLC ("Holdings"), which holds all of the outstanding shares of the Voting Common Stock, par value \$0.01, of Harrah's Entertainment, Inc. (the "Issuer").  
  
 Mr. Rowan is a principal officer and director of Apollo Management GP, LLC, the general partner of Apollo Management, L.P., which is sole member and manager of AIF VI Management, LLC, the general partner of Apollo Management VI, L.P., which is manager or co-manager of each of Apollo Hamlet Holdings, LLC ("Apollo Hamlet"), Apollo Hamlet Holdings B, LLC ("Apollo Hamlet B"), Co-Invest Hamlet Holdings, Series LLC ("Co-Invest Series") and Co-Invest Hamlet Holdings B, LLC ("Co-Invest B").
- (2) Apollo Management VI, L.P. is co-manager of Co-Invest Series and Co-Invest B, and manager of Apollo Investment Fund VI, L.P., the sole member of Apollo Hamlet B. Mr. Rowan is also one of the managers of Apollo Hamlet B and Apollo Hamlet. Apollo Hamlet, Apollo Hamlet B, Co-Invest Series and Co-Invest B each hold shares of Non-Voting Common Stock, par value \$0.01, and Non-Voting Perpetual Preferred Stock, par value \$0.01, of the Issuer.  
  
 This report shall not be deemed an admission that Mr. Rowan is the beneficial owner of any securities of the Issuer that may be deemed beneficially owned by Apollo Hamlet, Apollo Hamlet B, Co-Invest Series, Co-Invest B, Apollo Management VI, L.P., AIF VI
- (3) Management, LLC, Apollo Management, L.P., Apollo Management GP, LLC, or Holdings, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose, and Mr. Rowan disclaims beneficial ownership of all such securities except to the extent of his pecuniary interest therein.

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**Remarks:**  
 ExhibitÂ List

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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.