

SHANKS VIRGINIA E

Form 4

February 09, 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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SHANKS VIRGINIA E

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)  
02/07/2005

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

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Senior Vice 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	02/07/2005	02/07/2005	M		2,368	A	\$ 28.8125	21,692	D
Common Stock	02/07/2005	02/07/2005	S		2,368	D	\$ 67.91	19,324	D
Common Stock	02/07/2005	02/07/2005	M		13,918	A	\$ 43.495	33,242	D
Common Stock	02/07/2005	02/07/2005	S		13,918	D	\$ 67.9	19,324	D
Common Stock	02/07/2005	02/07/2005	M		13,427	A	\$ 47.025	32,751	D

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Common Stock	02/07/2005	02/07/2005	S	13,427	D	\$ 67.91	19,324	D	
Common Stock							4,806	I	401(k) <sup>(1)</sup>

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

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	02/07/2005	02/07/2005	M		13,427		<u>(2)</u>	06/20/2009	Common Stock	13,427
Employee Stock Option (Right to Buy)	\$ 28.8125	02/07/2005	02/07/2005	M		2,368		<u>(3)</u>	11/16/2010	Common Stock	2,368
Employee Stock Option (Right to Buy)	\$ 43.495	02/07/2005	02/07/2005	M		13,918		<u>(4)</u>	06/18/2010	Common Stock	13,918

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SHANKS VIRGINIA E ONE HARRAH'S COURT	Senior Vice President

LAS VEGAS, NV 89119

## Signatures

Virginia E. Shanks by Angela P. Winter,  
attorney-in-fact

02/09/2005

\_\_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 December 8, 2004 and rounded to 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 01/01/04; 01/01/05; and 01/01/06.

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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