

HARRAHS ENTERTAINMENT INC  
 Form 4  
 January 30, 2008

**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 \*  
**TOLOSA J CARLOS**

(Last) (First) (Middle)

C/O HARRAH'S  
 ENTERTAINMENT, INC, ONE  
 CAESARS PALACE DRIVE

(Street)

LAS VEGAS, NV 89919

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**HARRAHS ENTERTAINMENT  
 INC [HET]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**01/28/2008**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President, Eastern Division

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 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	01/28/2008		D		59,734 <sup>(1)</sup>	D	\$ 90 <sub>(1)</sub>
Common Stock	01/28/2008		D		24,968 <sup>(1)</sup>	I	\$ 90 <sub>(1)</sub>
Non-Voting Common Stock	01/28/2008		A		29,547.71	D	\$ 100
Non-Voting Preferred	01/28/2008		A		14,452.29	D	\$ 100

Stock

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

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(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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Option (right to buy)	\$ 46.135	01/28/2008		D	102,417	(2)(4) 09/05/2009	09/05/2009	Common Stock	102,417
Stock Option (right to buy)	\$ 43.495	01/28/2008		D	75,000	(2)(5) 06/18/2010	06/18/2010	Common Stock	75,000
Stock Option (right to buy)	\$ 52.585	01/28/2008		D	65,000	(2)(6) 06/16/2011	06/16/2011	Common Stock	65,000
Stock Option (right to buy)	\$ 73.95	01/28/2008		D	100,000	(2)(7) 06/17/2012	06/17/2012	Common Stock	100,000
Stock Appreciation Right	\$ 64.97	01/28/2008		D	80,414	(3)(8) 07/19/2013	07/19/2013	Common Stock	80,414

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOLOSA J CARLOS C/O HARRAH'S ENTERTAINMENT, INC ONE CAESARS PALACE DRIVE LAS VEGAS, NV 89919			President, Eastern Division	

## Signatures

J. Carlos Tolosa by Angela P. Winter, Attorney-in-Fact 01/28/2008

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).

Disposed of pursuant to the merger agreement (the "Merger Agreement") among the Issuer, Hamlet Holdings LLC, ("Parent") and Hamlet

(1) Merger Inc. a wholly-owned subsidiary of Parent (the "Merger"), which provides for the cancellation of shares of Common Stock of the Issuer in exchange for \$90.00 per share (the "Merger Consideration").

(2) All vested and unvested options were cancelled pursuant to the Merger Agreement in exchange for cash consideration equal to the Merger Consideration less the exercise price per share.

(3) All vested and unvested stock appreciation rights were cancelled pursuant to the Merger Agreement in exchange for cash consideration equal to the Merger Consideration less the exercise price per share.

(4) The options are exercisable in three installments on 1/1/06, 1/1/07 and 1/1/08 in the following amounts: 25,604, 25,604 and 51,209.

(5) The options are exercisable in three equal installments on 1/1/04, 1/1/05, and 1/1/06.

(6) The options are exercisable in three equal installments on 1/1/05, 1/1/06 and 1/1/07.

(7) The options are exercisable in three equal installments on 1/1/06, 1/1/07 and 1/1/08.

(8) The options are exercisable in three equal installments on 6/30/07, 6/30/08 and 6/30/09.

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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