

Miller Gregory James
 Form 3
 May 03, 2012

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

OMB APPROVAL

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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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Miller Gregory James		(Month/Day/Year)	CAESARS ENTERTAINMENT Corp [CZR]	
(Last)	(First)	(Middle)	05/02/2012	
ONE CAESARS PALACE DRIVE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
LAS VEGAS,Â NVÂ 89109			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			SVP of Domestic Development	

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)
Common Stock	6,968 ⁽¹⁾	D	Â

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 (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option	Â (2)	02/27/2018	Common Stock	11,060 (1) \$ 20.09 (5)		D	Â
Stock Option	Â (3)	02/23/2020	Common Stock	16,670 (1) \$ 20.09 (6)		D	Â
Stock Option	Â (4)	11/29/2021	Common Stock	8,710 (1) \$ 20.09 (7)		D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miller Gregory James ONE CAESARS PALACE DRIVE LAS VEGAS, NV 89109	Â	Â	Â SVP of Domestic Development	Â

Signatures

/s/ Gregory J. Miller, by Jill Eaton,
Attorney-in-Fact

05/03/2012

**Signature of Reporting Person

Date

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) Gives effect to the 1.742-for-1 stock split on February 8, 2012.
- (2) Exercisable in five equal installments on 1/28/2009, 1/28/2010, 1/28/2011, 1/28/2012 and 1/28/2013.
- (3) Exercisable in four equal installments on 2/23/2012, 2/23/2013, 2/23/2014 and 2/23/2015.
- (4) Exercisable in four equal installments on 9/30/2012, 9/30/2013, 9/30/2014, and 9/30/2015.
- (5) Original price at grant date was \$100.00. The options were re-priced on 7/8/2011 to \$35.00. The current price has been adjusted to reflect the 1.742-for-1 stock split on 2/8/2012.
- (6) Original price at grant date was \$56.08. The options were re-priced on 7/8/2011 to \$35.00. The current price has been adjusted to reflect the 1.742-for-1 stock split on 2/8/2012.
- (7) Original price at grant date was \$35.00; the price has been adjusted to reflect the 1.742-for-1 stock split on 2/8/2012.

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Remarks:

Mr. Miller's title is pending all required regulatory approvals.

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.