

CAESARS ENTERTAINMENT Corp  
 Form 4  
 November 24, 2010

**FORM 4**

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

OMB APPROVAL

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

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 \*  
 LOVEMAN GARY W

2. Issuer Name and Ticker or Trading Symbol  
 CAESARS ENTERTAINMENT Corp [N/A]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 ONE CAESARS PALACE DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/22/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman, President and CEO

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 Indirect Ownership (Instr. 4) |  |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|--|
|   |                                      |  | Code                           | V   | Amount  | (D)  | Price                                      |  |
| Non-Voting Common Stock, par value \$0.01 per share | 11/22/2010 <sup>(1)</sup>            |  | D                              |   | 149,999.9 <sup>(1)</sup>  | D  | 0  | Qualified Annuity Trust <sup>(3)</sup> |
| Common Stock, par value \$0.01 per share            | 11/22/2010 <sup>(1)</sup>            |  | A                              |   | 149,999.9 <sup>(1)</sup>  | A  | 149,999.9 <sup>(1)</sup>                   | Qualified Annuity Trust <sup>(3)</sup> |

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

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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 Number Shares             |
| Rollover Stock Option                      | \$ 100.02  | 11/22/2010 <sup>(1)</sup>            |  | A                              |   | 133,133<br><u>(1)</u> <u>(2)</u>                         |   | <u>(2)</u>       | 06/17/2012      | Common Stock <u>(1)</u><br><u>(2)</u> | 133,133<br><u>(1)</u> <u>(2)</u> |
| Stock Option                               | \$ 56.08   | 11/22/2010 <sup>(1)</sup>            |  | A                              |   | 457,998<br><u>(1)</u>                                    |   | <u>(5)</u>       | 02/23/2020      | Common Stock <u>(1)</u>               | 457,998<br><u>(1)</u>            |
| Stock Option                               | \$ 100.02  | 11/22/2010 <sup>(1)</sup>            |  | A                              |   | 1,015,953<br><u>(1)</u>                                  |   | <u>(6)</u>       | 02/28/2018      | Common Stock <u>(1)</u>               | 1,015,953<br><u>(1)</u>          |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| LOVEMAN GARY W<br>ONE CAESARS PALACE DRIVE<br>LAS VEGAS, NV 89109 | X             |           | Chairman, President and CEO |       |

## Signatures

/s/ Gary W. Loveman by Jill Eaton,  
attorney-in-fact

11/22/2010

\*\*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) On November 22, 2010, Caesars Entertainment Corporation (the "Corporation") (a) reclassified its outstanding shares of non-voting common stock, par value \$0.01 per share, into a new class of voting common stock, par value \$0.01 per share (the "Common Stock"), and (b) cancelled its existing class of non-economic voting common stock that was previously held by Hamlet Holdings LLC (collectively, the "Reclassification"). The Reclassification applied to stock options granted by the Corporation prior to the Reclassification, including stock options granted to Mr. Loveman on February 23, 2010, with an exercise price of \$56.08 per share, and February 28, 2008, with an exercise price of \$100.02 per share.

(2) The Reclassification applied also to Rollover Options provided to Mr. Loveman.

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- (3) These shares were contributed to a qualified annuity trust on June 29, 2009.
- (4) The shares of Common Stock were acquired as part of the Reclassification described in Footnote 1.
- (5) Options vest as follows: 183,198 shares of Common Stock on 2/23/2012, and three equal installments of 91,600 shares of Common Stock on 2/23/2013, 2/23/2014 and 2/23/2015.
- (6) Options vest in five equal installments on 2/28/2009, 2/28/2010, 2/28/2011, 2/28/2012 and 2/28/2013.

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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