Payne John W R Form 4 August 23, 2012

## 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 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(b).

(Last)

1. Name and Address of Reporting Person \*

Payne John W R

(First) (Middle)

ONE CAESARS PALACE DRIVE

(Street)

LAS VEGAS, NV 89109

2. Issuer Name and Ticker or Trading

Symbol

CAESARS ENTERTAINMENT Corp [CZR]

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

08/21/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

Director 10% Owner Other (specify X\_ Officer (give title

> below) Pres. Enterprise Shared Svcs.

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ 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

(City) (State) (Zip)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Securities Code Acquired (A) or

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amour **Underlying Securit** (Instr. 3 and 4)

#### Edgar Filing: Payne John W R - Form 4

| (Instr. 3)      | Price of<br>Derivative<br>Security |            | (Month/Day/Year) | (Instr. 8) | Disposed of (D) (Instr. 3, 4, and 5) |               |                     |                    |                 |                       |
|-----------------|------------------------------------|------------|------------------|------------|--------------------------------------|---------------|---------------------|--------------------|-----------------|-----------------------|
|                 |                                    |            |                  | Code V     | (A)                                  | (D)           | Date<br>Exercisable | Expiration<br>Date | Title           | Amor<br>Numl<br>Share |
| Stock<br>Option | (1)                                | 08/21/2012 |                  | D          |                                      | 86,027<br>(3) | <u>(1)</u>          | 02/27/2018         | Common<br>Stock | 86,                   |
| Stock<br>Option | <u>(2)</u>                         | 08/21/2012 |                  | D          |                                      | 89,717<br>(3) | (2)                 | 03/01/2020         | Common<br>Stock | 89,                   |
| Stock<br>Option | \$ 20.09                           | 08/21/2012 |                  | D          |                                      | 68,635<br>(3) | <u>(4)</u>          | 11/29/2021         | Common<br>Stock | 68,                   |
| Stock<br>Option | <u>(5)</u>                         | 08/21/2012 |                  | A          | 244,379                              |               | <u>(6)</u>          | 08/21/2022         | Common<br>Stock | 244                   |
| Stock<br>Option | <u>(7)</u>                         | 08/21/2012 |                  | D          |                                      | 51,616<br>(3) | <u>(7)</u>          | 02/27/2018         | Common<br>Stock | 51,                   |
| Stock<br>Option | \$ 8.22                            | 08/21/2012 |                  | A          | 51,616                               |               | (8)                 | 08/21/2022         | Common<br>Stock | 51,                   |

# **Reporting Owners**

| Reporting Owner Name / Address                                    | Relationships |           |                               |       |  |  |  |
|---|---------------|-----------|-------------------------------|-------|--|--|--|
| <b></b>   | Director      | 10% Owner | Officer                       | Other |  |  |  |
| Payne John W R<br>ONE CAESARS PALACE DRIVE<br>LAS VEGAS, NV 89109 |               |           | Pres. Enterprise Shared Svcs. |       |  |  |  |

### **Signatures**

/s/ John W. R. Payne, by Jill Eaton,
Attorney-in-Fact

\*\*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).

As a result of a re-pricing in July 2011 and after giving effect to the Issuer's subsequent stock split, the shares (underlying the option to purchase shares) became vested and exercisable at an exercise price per share of \$20.09 with respect to 20% of the shares on July 8, 2011, with the remainder to vest in four equal annual installments commencing on the 2012 anniversary of the original grant date. Alternatively, the Reporting Person could elect to exercise the vested portion of the shares underlying the option (based on the original vesting schedule of the underlying option, which provided for the shares to vest in five equal annual installments commencing on the first anniversary of the original grant date) at an exercise price per share of \$57.41 at any time prior to the expiration date.

As a result of a re-pricing in July 2011 and after giving effect to the Issuer's subsequent stock split, the shares became vested and exercisable at an exercise price per share of \$20.09 with respect to 1/7 of the option to purchase shares on July 8, 2011, with the remainder to vest in six equal annual installments commencing on the 2012 anniversary of the original grant date. Alternatively, the Reporting Person could elect to exercise the vested portion of the shares underlying the option(based on the original vesting schedule of the option grant, which provided for the shares to vest in five equal annual installments commencing on the first anniversary of the original grant date) at an exercise price per share of \$32.19 at any time prior to the expiration date.

Reporting Owners 2

#### Edgar Filing: Payne John W R - Form 4

- (3) Gives effect to the Issuer's 1.742-for-1 stock split on February 8, 2012.
- (4) The option to purchase shares was originally granted on November 29, 2011 and provides for vesting in four equal annual installments commencing on September 30, 2012.
  - On August 21, 2012, pursuant to the Issuer's Option Exchange, the Issuer canceled the option to purchase shares reported as disposed in Table II. In exchange, the reporting person received an equal replacement option to purchase shares, which is reported as acquired in
- (5) Table II above. 20% of the shares represented here vested immediately upon grant and are exercisable at \$8.22 per share. The portion of the shares vesting on or before August 21, 2014 will be exercisable at \$20.09 per share until August 21,2014. After such date, the shares underlying the option will be exercisable at \$8.22 per share. Any remaining shares underlying the option vesting after August 21, 2014 will be exercisable at \$8.22 per share.
- (6) 20% of the shares underlying the option vested immediately upon grant with the remainder vesting in four equal annual installments commencing on August 21,2013.
  - 50% of the performance-based shares would vest and become exerciable at an exercise price of \$20.09 if the Issuer's sponsors and their co-investors (who consist of TPG Capital, L.P., Apollo Global Management, LLC and/or their respective affiliates) realize a return on
- (7) their investment equal to or greater than 1.5 times. The performance-based shares would vest and become exercisable at an exercise price of \$57.41 as to 100% of the shares underlying the option to purchase shares if the Issuer's sponsors and their co-investors realize a return on their investment equal to or greater than 2.0 times.
- 50% of the performance-based shares will vest on the date that the Issuer's 30-day trailing average closing Common Stock price equals or exceeds \$35.00 per share. 100% of the performance-based shares will vest on the date that the Issuer's 30-day trailing average closing Common Stock price equals or exceeds \$57.41 per share.

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.