

DIVITO VINCENT L
 Form 5
 February 13, 2009

FORM 5

OMB APPROVAL

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

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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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 DIVITO VINCENT L

2. Issuer Name and Ticker or Trading Symbol
 RIVIERA HOLDINGS CORP [RIV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O RIVIERA HOLDINGS CORP., 2901 LAS VEGAS BLVD S.

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

LAS VEGAS, NV 89109

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock par value \$.001 per share ⁽¹⁾							7,000	D	
Common Stock par value \$.001 per share ⁽¹⁾							2,000	I	Profit Sharing Plan FBO Vincent L DiVito ⁽²⁾

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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 Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) ⁽¹⁾ ₍₃₎	\$ 1.8666 ⁽⁴⁾	07/12/2002	Â	A	6,000 ⁽⁴⁾	Â	Â ⁽⁵⁾	07/12/2012	Common Stock par value \$0.01 per share	6,000
Stock Option (Right to Buy) ⁽¹⁾ ₍₃₎	\$ 1.8666 ⁽⁴⁾	05/12/2003	Â	A	6,000 ⁽⁴⁾	Â	Â ⁽⁵⁾	05/12/2013	Common Stock par value \$0.01 per share	6,000
Stock Option (Right to Buy) ⁽¹⁾ ₍₆₎	\$ 21.6	05/22/2006	Â	A	6,000	Â	Â ⁽⁵⁾	05/22/2016	Common Stock par value \$0.01 per share	6,000
Stock Option (Right to Buy) ⁽¹⁾ ₍₆₎	\$ 36.56	05/17/2007	Â	A	6,000	Â	Â ⁽⁵⁾	05/17/2017	Common Stock par value \$0.01 per share	6,000
Stock Option (Right to Buy) ⁽¹⁾ ₍₆₎	\$ 15.35	05/19/2008	Â	A	6,000	Â	Â ⁽⁵⁾	05/19/2018	Common Stock par value \$0.01 per share	6,000

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

DIVITO VINCENT L
C/O RIVIERA HOLDINGS CORP.
2901 LAS VEGAS BLVD S.
LAS VEGAS, NV 89109

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Signatures

/s/ DiVito, 02/10/2009
Vincent L

**Signature of Date
Reporting Person

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) This Form 5 is being filed to clarify the Reporting Person's beneficial ownership of derivative and non-derivative securities as of the Issuer's fiscal year ended December 31, 2008.
- (2) The Reporting Person is the sole trustee and beneficiary of the Profit Sharing Plan FBO Vincent L DiVito.
- (3) Acquired pursuant to Issuer's 1996 Non-Qualified Plan for Non-Employee Directors.
- (4) Adjusted to reflect the 3/11/2005 3-for-1 stock split.

- (5) First 20% of the options vest on the first anniversary of the date of grant, second 20% of the options vest on the second anniversary of the date of grant, third 20% of the options vest on the third anniversary of the date of grant, fourth 20% of the options vest on the fourth anniversary of the date of grant and the remaining 20% of the options vest on the fifth anniversary of the date of grant.
- (6) Acquired pursuant to Issuer's 2005 Non-Qualified Plan for Non-Employee Directors.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.