Edgar Filing: HILTON WILLIAM BARRON - Form 4

HILTON WILLIAM BARRO Form 4 January 03, 2006	DN								
•		OMB A	PPROVAL						
		ATES SECURITIES AND EXCHANGE C Washington, D.C. 20549				COMMISSION	OMB Number:	3235-0287	
Section 16. Form 4 or Form 5 Filed put		OF CHANGES IN BENEFICIAL OWNERSHIP SECURITIES to Section 16(a) of the Securities Exchange Act of 19					Expires: January 31 2005 Estimated average burden hours per response 0.5		
abligations	a) of the Public U 30(h) of the In	tility Hold	ling Con	npan	y Act of	1935 or Section	1		
(Thit of Type Responses)									
1. Name and Address of Reporting HILTON WILLIAM BARR	ON Symbol	2. Issuer Name and Ticker or Trading Symbol HARRAHS ENTERTAINMENT INC [HET]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	INC [H								
(Last) (First) (A ONE HARRAH'S COURT	Earliest Transaction ay/Year) 006			X_ Director10% Owner Officer (give titleOther (specify below) below)					
(Street)	nendment, Date Original Ionth/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
LAS VEGAS, NV 89119						Form filed by M Person	lore than One Re	eporting	
(City) (State)	(Zip) Tab	le I - Non-D	erivative	Secur	ities Aca	uired, Disposed of	or Beneficial	llv Owned	
1.Title of Security (Instr. 3)2. Transaction Data (Month/Day/Year)	e 2A. Deemed	3. Transactio Code (Instr. 8) Code V	4. Securi on(A) or Di (Instr. 3,	ties A ispose	cquired d of (D)	5. Amount of Securities	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect	
Common Stock		Coue V	7 inount		Thee	4,554,073	D		
Common 01/01/2006 Stock	01/01/2006	A <u>(1)</u>	409	А	\$ 71.49	1,137	I	Directors Stock Plan	

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

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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)	4. Transactio Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu: Bene Own Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HILTON WILLIAM BARRON ONE HARRAH'S COURT LAS VEGAS, NV 89119	Х						
Signatures							
W. Barron Hilton by Angela P. Winter, attorney-in-fact			01/03/2006				
<u>**</u> Signature of Reporting P		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) Rights to shares deferred pursuant to Issuer's Non-Management Directors Stock Incentive Plan.

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.