

HILTON WILLIAM BARRON

Form 4

November 15, 2005

**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  
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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HILTON WILLIAM BARRON

2. Issuer Name **and** Ticker or Trading  
Symbol  
HARRAHS ENTERTAINMENT  
INC [HET]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE HARRAH'S COURT

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/10/2005

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

LAS VEGAS, NV 89119

(City) (State) (Zip)

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

**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 Ownership (Instr. 4)
Common Stock	11/10/2005	11/10/2005	G <sup>(1)</sup>	V 620,096 D \$ 0	4,451,305	D	
Common Stock	11/10/2005	11/10/2005	G <sup>(1)</sup>	V 620,096 A \$ 0	620,096	I	Marilyn J Hilton Marital Trust
Common Stock	11/10/2005	11/10/2005	G <sup>(2)</sup>	V 620,096 D \$ 0	0	I	Marilyn J Hilton Marital Trust
	11/10/2005	11/10/2005	P <sup>(3)</sup>	102,768 A	4,554,073	D	

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Common Stock	\$ 64.22			
Common Stock	728	I		Directors Stock Plan (4)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor 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	X

## Signatures

W. Barron Hilton by Angela P. Winter,  
attorney-in-fact 11/15/2005

\_\_\_\_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) Gift of shares to Marilyn J. Hilton Marital Trust of which Reporting Person is Trustee.

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- (2) Distribution of shares held in Marilyn J. Hilton Marital Trust to Trust beneficiaries.
- (3) Shares purchased from children of Reporting Person in private transaction.
- (4) 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.

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