

HARRAHS ENTERTAINMENT INC
 Form 4
 February 17, 2005

FORM 4

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

OMB APPROVAL

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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).

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 *
BOUSHY JOHN M

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)
02/16/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP and Chief Integration Off.

LAS VEGAS, NV 89119

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 Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|-----------|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock | 02/16/2005 | 02/16/2005 | M | | 12,663 | A | \$ 27.2813 | 81,722 D |
| Common Stock | 02/16/2005 | 02/16/2005 | M | | 23,143 | A | \$ 28.8125 | 104,865 D |
| Common Stock | 02/16/2005 | 02/16/2005 | M | | 13,445 | A | \$ 47.025 | 118,310 D |
| Common Stock | 02/16/2005 | 02/16/2005 | M | | 15,182 | A | \$ 43.495 | 133,492 D |
| Common Stock | 02/16/2005 | 02/16/2005 | S | | 64,433 | D | \$ 69.3 | 69,059 D |

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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) | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 47.025 | 02/16/2005 | 02/16/2005 | M | 13,445 | <u>(1)</u> 06/20/2009 | Common Stock | 13,445 | |
| Employee Stock Option (Right to Buy) | \$ 27.2813 | 02/16/2005 | 02/16/2005 | M | 12,663 | <u>(1)</u> 11/12/2009 | Common Stock | 12,663 | |
| Employee Stock Option (Right to Buy) | \$ 28.8125 | 02/16/2005 | 02/16/2005 | M | 23,143 | <u>(1)</u> 11/16/2010 | Common Stock | 23,143 | |
| Employee Stock Option (Right to Buy) | \$ 43.495 | 02/16/2005 | 02/16/2005 | M | 15,182 | <u>(2)</u> 06/18/2010 | Common Stock | 15,182 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BOUSHY JOHN M
ONE HARRAH'S COURT

SVP and Chief Integration Off.

LAS VEGAS, NV 89119

Signatures

John M. Boushy by Angela P. Winter,
attorney-in-fact

02/17/2005

__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) All options are currently exercisable.
 - (2) Exercisable in three equal installments on 01/01/04; 01/01/05; and 01/01/06.

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.