

Allison Wesley D  
 Form 4  
 February 01, 2005

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 Allison Wesley D

2. Issuer Name and Ticker or Trading Symbol  
 CAESARS ENTERTAINMENT INC [CZR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 01/28/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP & INTERIM CFO

CAESARS ENTERTAINMENT, 3930 HOWARD HUGHES PARKWAY  
 (Street)

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

LAS VEGAS, NV 89109

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or (D) Price   |  |                                   |
| Restricted Stock Units          | 01/28/2005                           |  | A                              |   | 10,600<br><u>(1)</u>  | A  | \$ 0 19,273 D                     |
| Common Stock SRU                |                                      |  |                                |   | 20,000  |  | D                                 |

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)

Edgar Filing: Allison Wesley D - Form 4

**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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Non-Qualified Stock Option (right to buy)  | \$ 19.11   | 01/28/2005                           |  | A                              | 26,600  | 01/28/2006 <sup>(2)</sup> 01/28/2015                     | Common Stock                                      |
| Non-Qualified Stock Option (right to buy)  | \$ 6.5   |                                      |  |                                |   | 01/15/2000 01/15/2009                                    | Common Stock                                      |
| Non-Qualified Stock Option (right to buy)  | \$ 7.555   |                                      |  |                                |   | 01/28/2004 01/28/2013                                    | Common Stock                                      |
| Non-Qualified Stock Option (right to buy)  | \$ 9.935   |                                      |  |                                |   | 01/30/2003 01/30/2012                                    | Common Stock                                      |
| Non-Qualified Stock Option (right to buy)  | \$ 11.1875   |                                      |  |                                |   | 01/13/2001 01/13/2010                                    | Common Stock                                      |
| Non-Qualified Stock Option (right to buy)  | \$ 11.22   |                                      |  |                                |   | 01/29/2002 01/29/2011                                    | Common Stock                                      |
| Non-Qualified Stock Option (right to buy)  | \$ 14.935  |                                      |  |                                |   | 01/20/2005 01/20/2014                                    | Common Stock                                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| Allison Wesley D<br>CAESARS ENTERTAINMENT<br>3930 HOWARD HUGHES PARKWAY<br>LAS VEGAS, NV 89109 |               |           | SVP & INTERIM CFO |       |

## Signatures

WES ALLISON

01/31/2005

\*\*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) Award of restricted stock units which vest 25% per year.
  - (2) Options vest 25% per year, commencing one year from the date of grant.

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.