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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Rollover Stock Option	\$ 100.02	11/22/2010 ⁽¹⁾		A	133,133 ⁽¹⁾ ⁽²⁾	⁽²⁾	06/17/2012	Common Stock ⁽¹⁾ ⁽²⁾	133,133 ⁽¹⁾ ⁽²⁾
Stock Option	\$ 56.08	11/22/2010 ⁽¹⁾		A	457,998 ⁽¹⁾	⁽⁵⁾	02/23/2020	Common Stock ⁽¹⁾	457,998 ⁽¹⁾
Stock Option	\$ 100.02	11/22/2010 ⁽¹⁾		A	1,015,953 ⁽¹⁾	⁽⁶⁾	02/28/2018	Common Stock ⁽¹⁾	1,015,953 ⁽¹⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOVEMAN GARY W ONE CAESARS PALACE DRIVE LAS VEGAS, NV 89109	X		Chairman, President and CEO	

Signatures

/s/ Gary W. Loveman by Jill Eaton,
attorney-in-fact

11/22/2010

**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) On November 22, 2010, Caesars Entertainment Corporation (the "Corporation") (a) reclassified its outstanding shares of non-voting common stock, par value \$0.01 per share, into a new class of voting common stock, par value \$0.01 per share (the "Common Stock"), and (b) cancelled its existing class of non-economic voting common stock that was previously held by Hamlet Holdings LLC (collectively, the "Reclassification"). The Reclassification applied to stock options granted by the Corporation prior to the Reclassification, including stock options granted to Mr. Loveman on February 23, 2010, with an exercise price of \$56.08 per share, and February 28, 2008, with an exercise price of \$100.02 per share.

(2) The Reclassification applied also to Rollover Options provided to Mr. Loveman.

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- (3) These shares were contributed to a qualified annuity trust on June 29, 2009.
- (4) The shares of Common Stock were acquired as part of the Reclassification described in Footnote 1.
- (5) Options vest as follows: 183,198 shares of Common Stock on 2/23/2012, and three equal installments of 91,600 shares of Common Stock on 2/23/2013, 2/23/2014 and 2/23/2015.
- (6) Options vest in five equal installments on 2/28/2009, 2/28/2010, 2/28/2011, 2/28/2012 and 2/28/2013.

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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