

HUGHES DAVID R
Form 4
November 18, 2010

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 *
HUGHES DAVID R

2. Issuer Name and Ticker or Trading Symbol
TRUMP ENTERTAINMENT RESORTS, INC. [TRMPQ.PK]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Financial Officer

(Last) (First) (Middle)
C/O TRUMP ENTERTAINMENT RESORTS, INC., 15 SOUTH PENNSYLVANIA AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/16/2010

ATLANTIC CITY, NJ 08401

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 Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common Stock	11/16/2010		A	89,288 A	\$ 0 89,288 ⁽¹⁾	D	

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)

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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 Security (Instr. 3 and 4)
Restricted Stock Unit	(2)	11/16/2010		A	44,644	11/16/2012 ⁽³⁾ 11/16/2012 ⁽³⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUGHES DAVID R C/O TRUMP ENTERTAINMENT RESORTS, INC. 15 SOUTH PENNSYLVANIA AVENUE ATLANTIC CITY, NJ 08401			Chief Financial Officer	

Signatures

/s/ David R. Hughes 11/18/2010

**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) The 89,288 shares of restricted stock awarded to the reporting person on November 16, 2010 will vest in four equal annual installments of 22,322 shares on March 15, 2012, 2013, 2014 and 2015, provided that, except as otherwise set forth in the award agreement, the reporting person remains employed by the Issuer through the end of each such period and certain performance objectives have been achieved.
- (2) Each restricted stock unit represents an unfunded and unsecured promise of the Issuer to deliver, subject to the terms of the award agreement, on November 16, 2012 (the settlement date of the restricted stock units), one share of the Issuer's common stock or, at the Issuer's option, cash equal to the then-current fair market value of a share of the Issuer's common stock.
- (3) Of the 44,644 restricted stock units, 22,322 restricted stock units vested at the time of grant on November 16, 2010 and the remaining 22,322 restricted stock units will vest on November 16, 2011, provided that, except as otherwise set forth in the award agreement, the reporting person remains employed by the Issuer through November 16, 2011. The Issuer shall settle the restricted stock units on November 16, 2012.

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.