

HILTON WILLIAM BARRON  
Form 4  
November 15, 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 \*  
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 Indirect Beneficial 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  |   |

|                 |    |       |   |  |                                       |
|-----------------|----|-------|---|--|---------------------------------------|
| Common<br>Stock | \$ | 64.22 |   |  |                                       |
| Common<br>Stock |    | 728   | I |  | Directors<br>Stock Plan<br><u>(4)</u> |

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.**

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------|

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| HILTON WILLIAM BARRON<br>ONE HARRAH'S COURT<br>LAS VEGAS, NV 89119 | <b>X</b>      |           |         |       |

## 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. 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.