CAESARS ENTERTAINMENT Corp

Form 4 July 02, 2013

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading JONES JANIS L Issuer Symbol CAESARS ENTERTAINMENT (Check all applicable) Corp [CZR] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) ONE CAESARS PALACE DRIVE 06/28/2013 **EVP Communications & Gvt Relat** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

LAS VEGAS, NV 89109

(State)

(Zip)

(City)

(,)	()	Table	e I - Non-Do	erivative S	ecurit	ies Acq	juirea, Disposea (of, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	Transaction(A) or Disposed of			Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			C-J- V	A 4	or	D.::	(Instr. 3 and 4)		
G			Code V	Amount	(D)	Price			
Common	06/28/2013		A	16,238	Α	\$ 0	42,369 (3)	D	
Stock	00/20/2013			(1)	4.1	ΨΟ	12,307		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Person

n Denivotive Committee Acquired Disposed of an Deneficially Or

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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Estimated average

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January 31,

2005

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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
Stock Option	\$ 13.7	06/28/2013		A	10,825	(2)	06/28/2023	Common Stock	10,825

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Sheetor 10% Owner Officer

JONES JANIS L ONE CAESARS PALACE DRIVE LAS VEGAS, NV 89109

EVP Communications & Gvt Relat

Signatures

/s/ Janis L. Jones, by Jill Eaton, Attorney-in-Fact 07/02/2013

**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) Represents Restricted Stock Units, 25% of which vests on each of 1/2/2014, 1/2/2015, 1/2/2016 and 1/2/2017.
- (2) The options to purchase shares vest in four equal installments on 1/2/2014, 1/2/2015, 1/2/2016 and 1/2/2017.
- (3) Currently held shares reflect the Issuer's 1.742-for-1 stock split on February 8, 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.

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