

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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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)

3. Date of Earliest Transaction (Month/Day/Year)
11/10/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

ONE HARRAH'S COURT

(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 89119

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 11/10/2005 | 11/10/2005 | G ⁽¹⁾ | V 620,096 D \$ 0 | 4,451,305 | D | |
| Common Stock | 11/10/2005 | 11/10/2005 | G ⁽¹⁾ | V 620,096 A \$ 0 | 620,096 | I | Marilyn J Hilton Marital Trust |
| Common Stock | 11/10/2005 | 11/10/2005 | G ⁽²⁾ | V 620,096 D \$ 0 | 0 | I | Marilyn J Hilton Marital Trust |
| | 11/10/2005 | 11/10/2005 | P ⁽³⁾ | 102,768 A | 4,554,073 | D | |

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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.

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