

CAESARS ENTERTAINMENT Corp
 Form 4
 August 23, 2012

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 *
 DONOVAN TIMOTHY R

2. Issuer Name and Ticker or Trading Symbol
 CAESARS ENTERTAINMENT Corp [CZR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 ONE CAESARS PALACE DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/21/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP and General Counsel

LAS VEGAS, NV 89109

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		(A) or Disposed of (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V	(A)	(D)				
Stock Option	<u>(1)</u>	08/21/2012	D			32,454 <u>(3)</u>	<u>(1)</u>	04/30/2019	Common Stock	32,454
Stock Option	<u>(2)</u>	08/21/2012	D			31,006 <u>(3)</u>	<u>(2)</u>	03/01/2020	Common Stock	31,006
Stock Option	\$ 20.09	08/21/2012	D			8,710 <u>(3)</u>	<u>(4)</u>	11/29/2021	Common Stock	8,710
Stock Option	<u>(5)</u>	08/21/2012	A		72,170		<u>(6)</u>	08/21/2022	Common Stock	72,170
Stock Option	<u>(7)</u>	08/21/2012	D			19,474 <u>(3)</u>	<u>(7)</u>	04/30/2019	Common Stock	19,474
Stock Option	\$ 8.22	08/21/2012	A		19,474		<u>(8)</u>	08/21/2022	Common Stock	19,474

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DONOVAN TIMOTHY R
ONE CAESARS PALACE DRIVE
LAS VEGAS, NV 89109

EVP and General Counsel

Signatures

/s/ Tim Donovan, by Jill Eaton,
Attorney-in-Fact

08/23/2012

 **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).

- As a result of a re-pricing in July 2011 and after giving effect to the Issuer's subsequent stock split, the shares (underlying the option to purchase shares) became vested and exercisable at an exercise price per share of \$20.09 with respect to 1/6 of the shares on July 8, 2011, with the remainder to vest in five equal annual installments commencing on the 2012 anniversary of the original grant date. Alternatively,
- (1) the Reporting Person could elect to exercise the vested portion of the shares underlying the option (based on the original vesting schedule of the option grant, which provided for the shares to vest in five equal annual installments commencing on the first anniversary of the original grant date) at an exercise price per share of \$29.73 at any time prior to the expiration date.
- (2) As a result of a re-pricing in July 2011 and after giving effect to the Issuer's subsequent stock split, the shares became vested and exercisable at an exercise price per share of \$20.09 with respect to 1/7 of the option to purchase shares on July 8, 2011, with the remainder to vest in six equal annual installments commencing on the 2012 anniversary of the original grant date. Alternatively, the Reporting Person could elect to exercise the vested portion of the shares underlying the option (based on the original vesting schedule of the option grant, which provided for the shares to vest in five equal annual installments commencing on the first anniversary of the

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original grant date) at an exercise price per share of \$32.19 at any time prior to the expiration date.

- (3) Gives effect to the Issuer's 1.742-for-1 stock split on February 8, 2012.
- (4) The option to purchase shares was originally granted on November 29, 2011 and provides for vesting in four equal annual installments commencing on September 30, 2012.

On August 21, 2012, pursuant to the Issuer's Option Exchange, the Issuer canceled the option to purchase shares reported as disposed in Table II. In exchange, the reporting person received an equal replacement option to purchase shares, which is reported as acquired in Table II above. 20% of the shares represented here vested immediately upon grant and are exercisable at \$8.22 per share. The portion of the shares vesting on or before August 21, 2014 will be exercisable at \$20.09 per share until August 21, 2014. After such date, the shares underlying the option will be exercisable at \$8.22 per share. Any remaining shares underlying the option vesting after August 21, 2014 will be exercisable at \$8.22 per share.

- (6) 20% of the shares underlying the option vested immediately upon grant with the remainder vesting in four equal annual installments commencing on August 21, 2013.

50% of the performance-based shares would vest and become exercisable at an exercise price of \$20.09 if the Issuer's sponsors and their co-investors (who consist of TPG Capital, L.P., Apollo Global Management, LLC and/or their respective affiliates) realize a return on their investment equal to or greater than 1.5 times. The performance-based shares would vest and become exercisable at an exercise price of \$29.73 as to 100% of the shares underlying the option to purchase shares if the Issuer's sponsors and their co-investors realize a return on their investment equal to or greater than 2.0 times.

- (7) 50% of the performance-based shares would vest and become exercisable at an exercise price of \$29.73 as to 100% of the shares underlying the option to purchase shares if the Issuer's sponsors and their co-investors realize a return on their investment equal to or greater than 2.0 times.

50% of the performance-based shares will vest on the date that the Issuer's 30-day trailing average closing Common Stock price equals or exceeds \$35.00 per share. 100% of the performance-based shares will vest on the date that the Issuer's 30-day trailing average closing Common Stock price equals or exceeds \$57.41 per share.

- (8) 50% of the performance-based shares will vest on the date that the Issuer's 30-day trailing average closing Common Stock price equals or exceeds \$35.00 per share. 100% of the performance-based shares will vest on the date that the Issuer's 30-day trailing average closing Common Stock price equals or exceeds \$57.41 per share.

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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