

COSLET JONATHAN J
 Form 3
 February 07, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â COSLET JONATHAN J</p> <p>(Last) (First) (Middle)</p> <p>C/O TPG CAPITAL, L.P.,Â 345 CALIFORNIA STREET, SUITE 3300</p> <p>(Street)</p> <p>SAN FRANCISCO,Â CAÂ 94104</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/28/2008</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>HARRAHS ENTERTAINMENT INC [N/A]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Voting Common Stock, par value \$0.01 per share	10	I	See Footnotes <u>(1)</u> <u>(2)</u>

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COSLET JONATHAN J C/O TPG CAPITAL, L.P. 345 CALIFORNIA STREET, SUITE 3300 SAN FRANCISCO, CA 94104	X	X	X	X

Signatures

/s/Clive D. Bode on behalf of Jonathan Coslet (3) 02/07/2008

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Jonathan Coslet is currently a member of Hamlet Holdings LLC, which directly holds the Voting Common Stock of Harrah's Entertainment, Inc. (the "Corporation").
- Pursuant to Rule 16a-1(a)(2)(ii)(B) of the Securities Exchange Act of 1934, as amended (the "Act"), Jonathan Coslet may be deemed to be the beneficial owner of the Voting Common Stock of the Corporation beneficially owned by Hamlet Holdings LLC only to the extent of the greater of his direct or indirect interest in the profits or capital account of Hamlet Holdings LLC. Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that Jonathan Coslet is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any Voting Common Stock owned by Hamlet Holdings LLC in excess of such amount.

Remarks:
 (3) Clive D. Bode is signing on behalf of Mr. Coslet pursuant to an authorization and designation dated 2/7/2008, which is attached here as an exhibit.

Jonathan Coslet is currently a Senior Partner of TPG Capital, L.P. TPG Capital, L.P. is affiliated with TPG Holdings, Series LLC; Co-Invest Hamlet Holdings B, LLC; TPG Hamlet Holdings B, LLC; and TPG Holdings (collectively, the "TPG Non-Voting Stockholders"), which are direct owners of 31,387,726 shares of TPG's common stock, par value \$0.01 per share and 15,351,275 shares of Non-Voting Perpetual Preferred Stock, par value \$0.01 per share, of Harrah's Entertainment, Inc. Jonathan Coslet disclaims beneficial ownership of all of the Non-Voting Perpetual Preferred Stock that is or may be beneficially owned by the TPG Non-Voting Stockholders, L.P. and any of its affiliated funds. This report shall not be deemed an admission that Jonathan Coslet is or has any pecuniary interest in such securities for purposes of Section 16 of the Act, or for any other purpose.

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.