Miller Gregory James Form 3 May 03, 2012

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

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

**SECURITIES** 

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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement CAESARS ENTERTAINMENT Corp [CZR] A Miller Gregory James (Month/Day/Year) 05/02/2012 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) ONE CAESARS PALACE (Check all applicable) **DRIVE** (Street) 6. Individual or Joint/Group 10% Owner Director \_X\_\_ Officer Other Filing(Check Applicable Line) (give title below) (specify below) \_X\_ Form filed by One Reporting **SVP** of Domestic Development Person LAS VEGAS, NVÂ 89109 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 4. Nature of Indirect Beneficial Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â Common Stock 6,968 (1) D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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.

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

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

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option	(2)	02/27/2018	Common Stock	11,060 (1)	\$ 20.09 (5)	D	Â
Stock Option	(3)	02/23/2020	Common Stock	16,670 (1)	\$ 20.09 (6)	D	Â
Stock Option	(4)	11/29/2021	Common Stock	8,710 <u>(1)</u>	\$ 20.09 (7)	D	Â

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Miller Gregory James ONE CAESARS PALACE DRIVE LAS VEGAS, NV 89109	Â	Â	SVP of Domestic Development	Â		
Signatures						
/s/ Gregory J. Miller, by Jill Eaton, Attorney-in-Fact		05/03/2012				

\*\*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) Gives effect to the 1.742-for-1 stock split on February 8, 2012.
- (2) Exercisable in five equal installments on 1/28/2009, 1/28/2010, 1/28/2011, 1/28/2012 and 1/28/2013.
- (3) Exercisable in four equal installments on 2/23/2012, 2/23/2013, 2/23/2014 and 2/23/2015.
- (4) Exercisable in four equal installments on 9/30/2012, 9/30/2013, 9/30/2014, and 9/30/2015.
- Original price at grant date was \$100.00. The options were re-priced on 7/8/2011 to \$35.00. The current price has been adjusted to reflect the 1.742-for-1 stock split on 2/8/2012.
- Original price at grant date was \$56.08. The options were re-priced on 7/8/2011 to \$35.00. The current price has been adjusted to reflect the 1.742-for-1 stock split on 2/8/2012.
- (7) Original price at grant date was \$35.00; the price has been adjusted to reflect the 1.742-for-1 stock split on 2/8/2012.

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#### **Remarks:**

Mr. Miller's title is pending all required regulatory approvals.

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.

Reporting Owners 2