## Edgar Filing: CAESARS ENTERTAINMENT Corp - Form 4

CAESARS E Form 4 June 02, 2015	ENTERTAINN 5	IENT Corp									
FORM	1									PPROVAL	
	UNITE	D STATES			ND EXC D.C. 205		IGE (	COMMISSION	OMB Number:	3235-0287	
Check thi									Expires:	January 31,	
Section 16.				CHANGES IN BENEFICIAL OWNERSHIP OI SECURITIES						2005 average Irs per	
Form 4 or Form 5 Filed pursuant to Section 16					. C	. <b>F</b> .	. 1	- A - + - £ 1024	response	0.5	
obligatior may conti <i>See</i> Instru 1(b).	<sup>18</sup> Section 1	7(a) of the	Public Ut	ility Hold		pany	Act of	e Act of 1934, f 1935 or Sectio 40	n		
(Print or Type R	(esponses)										
DONOVAN TIMOTHY R Symbol CAESA				suer Name <b>and</b> Ticker or Trading ol SARS ENTERTAINMENT [CZR]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) ARS PALACI	(Middle) E DRIVE	3. Date of (Month/D 05/29/20	-	ansaction			Director X Officer (give below) EVP, Gen.		o Owner er (specify f RCO	
			Amendment, Date Original Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
LAS VEGA	S, NV 89109							Form filed by M Person	Iore than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-D	)erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Executio any	on Date, if	Code	on(A) or Dis (D) (Instr. 3, 4	sposed	l of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common	05/20/2015				85,138			210.764(2)	D		
Stock	05/29/2015			А	(1)	А	\$0	219,764 <u>(2)</u>	D		

Reminder: Report on a separate line for each class of securities beneficially 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 Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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. Transactio 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
Employee stock option (right to buy)	\$ 9.36	05/29/2015		А	24,325	<u>(3)</u>	05/29/2025	Common Stock	24,325

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DONOVAN TIMOTHY R ONE CAESARS PALACE DRIVE LAS VEGAS, NV 89109			EVP, Gen. Counsel, Chief RCO				
Signatures							
/s/ Timothy Donovan, by Jill Eaton, Attorney-in-Fact			06/02/2015				
<pre>**Signature of Reporting Person</pre>			Date				
<b>Explanation of Resp</b>	onses	S:					

\* 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) Restricted Stock Units vest as follows: 25% on 2/29/16 and 25% on each of 3/1/17, 3/1/18, and 3/1/19.
- (2) Includes shares of Common Stock beneficially owned and unvested RSUs previously granted and reported.

(3) Options to purchase shares vest as follows: 25% on 2/29/16 and 25% on each of 3/1/17, 3/1/18, and 3/1/19.

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.