

BENJAMIN JEFFREY D
 Form 4
 November 24, 2010

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 *
 BENJAMIN JEFFREY D

2. Issuer Name and Ticker or Trading Symbol
 CAESARS ENTERTAINMENT Corp [N/A]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 11/22/2010

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

C/O APOLLO MANAGEMENT, L.P., 9 WEST 57TH STREET, 43RD FLOOR

(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

NEW YORK, NY 10019

(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 Ownership (Instr. 4) |
|------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| No Common Stock beneficially owned | | | | (A) or (D) | 0 | I | See Footnotes (1) (2) |

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

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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. Transaction Code (Instr. 8) | 5. Number of Derivative 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BENJAMIN JEFFREY D C/O APOLLO MANAGEMENT, L.P. 9 WEST 57TH STREET, 43RD FLOOR NEW YORK, NY 10019 | | X | | |

Signatures

/s/ Jeffrey D. Benjamin, by Laurie D. Medley,
attorney-in-fact (3) 11/24/2010

__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).
- (1) Mr. Benjamin is associated with Apollo Management, L.P. and its affiliated managers, including Apollo Management VI, L.P. ("Management VI"). Management VI is one of the managing members of each of Co-Invest Hamlet Holdings, Series LLC ("Co-Invest Series") and Co-Invest Hamlet Holdings B, LLC ("Co-Invest B"), and is the manager of Apollo Investment Fund VI, L.P., the sole member of Apollo Hamlet Holdings B, LLC ("Apollo Hamlet B"). The managers of Apollo Hamlet B are Leon Black, Joshua Harris and Marc Rowan, each of whom is also a manager of Apollo Hamlet Holdings, LLC ("Apollo Hamlet"). Apollo Hamlet, Apollo Hamlet B, Co-Invest Series and Co-Invest B each hold shares of the Common Stock, par value \$0.01 of Caesars Entertainment Corporation (the "Issuer"). (Continued in Footnote 2)
- (2) This report does not include any securities of the Issuer that may be deemed beneficially owned by Apollo Hamlet, Apollo Hamlet B, Co-Invest Series, Co-Invest B or Management VI, and Mr. Benjamin disclaims beneficial ownership of all such securities. This report shall not be deemed an admission that Mr. Benjamin is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Remarks:

(3) Laurie D. Medley is signing on behalf of Mr. Benjamin pursuant to a Power of Attorney dated February 7, 2008, which was filed with this Form. 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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