

VANNUCCI ROBERT A

Form 5

February 13, 2009

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
VANNUCCI ROBERT A

(Last)

(First)

(Middle)

C/O RIVIERA HOLDINGS
CORP., 2901 LAS VEGAS BLVD
S.

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
RIVIERA HOLDINGS CORP [RIV]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20095. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President of ROC

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

LAS VEGAS, NV 89109

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock par value \$.001 per share ⁽¹⁾	Â	Â	Â	Â Â Â	195,221	D	Â
Common Stock par value \$.001 per share ⁽¹⁾	Â	Â	Â	Â Â Â	5,189	I	By ESOP

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

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SEC 2270
(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 (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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy) ⁽¹⁾ ₍₂₎	\$ 2.5625 ⁽³⁾	04/25/2000	Â	A	30,000 ^{(3) Â}	Â ^{(4) 04/25/2010}	Common Stock par value \$.001 per share 30,000
Stock Option (Right to Buy) ⁽¹⁾ ₍₂₎	\$ 2.45 ⁽³⁾	05/14/2002	Â	A	60,000 ^{(3) Â}	Â ^{(4) 05/14/2012}	Common Stock par value \$.001 per share 60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VANNUCCI ROBERT A C/O RIVIERA HOLDINGS CORP. 2901 LAS VEGAS BLVD S. LAS VEGAS, NV 89109	Â	Â	Â President of ROC	Â

Signatures

/s/ Vannucci,
Robert A

02/11/2009

^{**}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) This Form 5 is being filed to clarify the Reporting Person's beneficial ownership of derivative and non-derivative securities as of the Issuer's fiscal year ended December 31, 2008.

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(2) Acquired pursuant to Issuer's 1993 Incentive Stock Option Plan.

(3) Adjusted to reflect the 3/11/2005 3-for-1 stock split.

First 25% of the options vest on the date of grant, second 25% of the options vest on the first anniversary of the date of grant, third 25%

(4) of the options vest on the second anniversary of the date of grant and the remaining 25% of the options vest on the third anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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