

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 4
TO
SCHEDULE 14D-1

TENDER OFFER STATEMENT
PURSUANT TO SECTION 14(d) (1)
OF THE SECURITIES EXCHANGE ACT OF 1934

AND

SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934

CAESARS WORLD, INC.
(NAME OF SUBJECT COMPANY)

ITT FLORIDA ENTERPRISES, INC.
ITT CORPORATION
(BIDDERS)

COMMON STOCK, PAR VALUE \$0.10 PER SHARE
(INCLUDING THE ASSOCIATED JUNIOR PARTICIPATING PREFERRED STOCK PURCHASE RIGHTS)
(TITLE OF CLASS OF SECURITIES)

127695104
(CUSIP NUMBER OF CLASS OF SECURITIES)

WALTER F. DIEHL, JR., ESQ.
ITT CORPORATION
1330 AVENUE OF THE AMERICAS
NEW YORK, NY 10019-5490
(212) 258-1000
(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSONS AUTHORIZED TO
RECEIVE NOTICES AND COMMUNICATIONS ON BEHALF OF BIDDERS)

COPIES TO:
PHILIP A. GELSTON, ESQ.
CRAVATH, SWAINE & MOORE
WORLDWIDE PLAZA
825 EIGHTH AVENUE
NEW YORK, NEW YORK 10019
(212) 474-1000

ITT Corporation ("Parent") and ITT Florida Enterprises, Inc. hereby amend and supplement their combined Tender Offer Statement on Schedule 14D-1 and Statement on Schedule 13D originally filed on December 23, 1994 (the "Statement"), with respect to an offer (the "Offer") to purchase all outstanding shares of common stock, \$0.10 par value, of Caesars World, Inc., a Florida corporation (the "Company"), together with the associated junior participating preferred stock purchase rights, on the terms described in the Offer to Purchase dated December 23, 1994. Capitalized terms not defined herein have the meanings assigned thereto in the Statement.

ITEM 10. ADDITIONAL INFORMATION.

On January 25, 1995, Parent announced that the Offer had expired at midnight the previous day and that all shares validly tendered pursuant to the Offer had been accepted for payment. Parent also announced that, according to the Depository, approximately 24,345,066 shares of common stock of the Company, representing approximately 93.7 percent of the Company's outstanding common stock on a fully diluted basis, were tendered. Finally, Parent announced that it expects to consummate the proposed merger of ITT Florida Enterprises, Inc. into the Company as soon as practicable without a vote of stockholders as permitted under Florida law. The press release in respect of these announcements is filed herewith.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

(a) (14) Text of press release dated January 25, 1995.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 25, 1995

ITT Florida Enterprises, Inc.

By: /s/ Walter F. Diehl, Jr.

Name: Walter F. Diehl, Jr.
Title: Vice President

ITT Corporation

By: /s/ Walter F. Diehl, Jr.

Name: Walter F. Diehl, Jr.
Title: Vice President

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION	SEQUENTIALLY NUMBERED PAGES
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(a) (14)	Text of press release dated January 25, 1995.	

[LETTERHEAD]

DATE: January 25, 1995
CONTACT: Jim Gallagher
TELEPHONE: 212-258-1261

FOR IMMEDIATE RELEASE

ITT ANNOUNCES COMPLETION OF TENDER OFFER FOR CAESARS WORLD COMMON STOCK

NEW YORK, NY, January 25, 1995--ITT Corporation announced today that the cash tender offer by an ITT subsidiary for all outstanding shares of common stock of Caesars World, Inc. at \$67.50 per share expired at midnight yesterday and that all shares validly tendered pursuant to the offer have been accepted for payment. According to the Depositary, approximately 24,345,066 shares of common stock of Caesars World (representing approximately 93.7 percent of the outstanding shares on a fully diluted basis) were tendered (including 4,143,022 shares of common stock pursuant to guaranteed delivery procedures). Payment for validly tendered shares will be made through Bankers Trust Company, the Depositary, in accordance with the terms of the offer.

Since more than 80 percent of the outstanding Caesars World common stock was tendered pursuant to the offer, ITT expects to consummate the proposed merger of an ITT subsidiary into Caesars World as soon as practicable without a vote of stockholders as permitted under Florida law.

ITT