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**FORM 6-K**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**REPORT OF FOREIGN ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16 OF  
THE SECURITIES EXCHANGE ACT OF 1934**

For the month of March 2012

Commission File Number: 001-33178

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**MELCO CROWN ENTERTAINMENT LIMITED**

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36<sup>th</sup> Floor, The Centrium  
60 Wyndham Street  
Central  
Hong Kong  
(Address of principal executive offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F. Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934. Yes  No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- N/A

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[Signature](#)  
[Exhibit 99.1](#)

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**MELCO CROWN ENTERTAINMENT LIMITED**

By: /s/ Geoffrey Davis  
Name: Geoffrey Davis, CFA  
Title: Chief Financial Officer

Date: March 30, 2012

**EXHIBIT INDEX**

<u>Exhibit</u> <u>No.</u>	<u>Description</u>
99.1	Announcement of Grant of Share Options and Restricted Shares, dated March 30, 2012

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**Melco Crown Entertainment**

新濠博亞娛樂

Melco Crown Entertainment Limited

新濠博亞娛樂有限公司\*

(Incorporated in the Cayman Islands with Limited Liability)

(Stock Code: 6883)

**GRANT OF SHARE OPTIONS AND RESTRICTED SHARES**

The Board announces that on March 29, 2012, the Company has granted (i) share options to subscribe for a total of 1,922,715 Shares; and (ii) restricted shares in respect of a total of 1,164,681 Shares, pursuant to the 2011 Share Incentive Plan.

The board of directors (the “**Board**”) of Melco Crown Entertainment Limited (the “**Company**”) announces that on March 29, 2012, the Company has granted to certain employees (i) share options (the “**Share Options**”) to subscribe for a total of 1,922,715 ordinary shares of US\$0.01 each of the Company (the “**Shares**”) and (ii) restricted shares in respect of a total of 1,164,681 Shares, pursuant to the 2011 Share Incentive Plan adopted on October 6, 2011. Details of the aforesaid are as follows.

**(i) Share Options**

Date of grant	March 29, 2012
Exercise price	US\$4.6967 per Share
Number of underlying Shares involved	1,922,715
Closing price of the Shares on the date of grant	US\$4.4267 per Share
Validity period of the Share Options	The Share Options are valid for a period of 10 years from the date of grant

Among the Share Options granted above, Share Options to subscribe for 474,399 Shares were granted, with the approval of the compensation committee of the Company which comprise independent non-executive director of the Company, to the following director of the Company and details are as follows:

<u>Name</u>	<u>Position</u>	<u>Number of underlying Shares involved</u>
Mr. Lawrence Yau Lung Ho	Co-chairman, chief executive officer and executive director	474,399

\* For identification purposes only

**(ii) Restricted Shares**

Date of grant	March 29, 2012
Number of Shares involved	1,164,681
Vesting Period	3 years from the date of grant

Among the restricted share granted above, restricted share in respect of 440,508 Shares were granted, with the approval of the compensation committee of the Company which comprise independent non-executive directors of the Company, to the following directors of the Company and details are as follows:

Name	Position	Number of restricted shares	Number of underlying shares involved	Vesting date		
				March 29, 2013	March 29, 2014	March 29, 2015
Mr. Lawrence Yau Lung Ho	Co-chairman, chief executive officer and executive director	237,198	237,198	79,065	79,065	79,068
Mr. Yuk Man Chung	Non-executive director	67,770	67,770	22,590	22,590	22,590
Mr. James Andrew Charles MacKenzie	Independent non-executive director	27,108	27,108	9,036	9,036	9,036
Mr. Robert Wason Mactier	Independent non-executive director	27,108	27,108	9,036	9,036	9,036
Mr. Yiu Wa Alec Tsui	Independent non-executive director	27,108	27,108	9,036	9,036	9,036
Mr. John Peter Ben Wang	Non-executive director	27,108	27,108	9,036	9,036	9,036
Mr. Thomas Jefferson Wu	Independent non-executive director	27,108	27,108	9,036	9,036	9,036

Hong Kong, March 30, 2012

*As of the date of this announcement, the executive Director is Lawrence Yau Lung Ho; the non-executive Directors are James Douglas Packer, John Peter Ben Wang, Yuk Man Chung, William Todd Nisbet, and Rowen Bruce Craigie and the independent non-executive Directors are James Andrew Charles MacKenzie, Thomas Jefferson Wu, Yiu Wa Alex Tsui, and Robert Wason Mactier.*