

Goldstein Robert G
 Form 4
 November 23, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Goldstein Robert G

(Last) (First) (Middle)

3355 LAS VEGAS BOULEVARD
 SOUTH

(Street)

LAS VEGAS, NV 89109

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

LAS VEGAS SANDS CORP [LVS]

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

11/22/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock					1,594,351	I	Note ⁽¹⁾
Common Stock	11/22/2005		S	800 D \$ 44.28	426,766	I	Note ⁽²⁾
Common Stock	11/22/2005		S	900 D \$ 44.31	425,866	I	Note ⁽²⁾
Common Stock	11/22/2005		S	1,500 D \$ 44.35	424,366	I	Note ⁽²⁾
Common Stock	11/22/2005		S	800 D \$ 44.24	423,566	I	Note ⁽²⁾

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Common Stock	11/22/2005	S	100	D	\$ 44.26	426,466	I	Note <u>(2)</u>
Common Stock	11/22/2005	S	1,500	D	\$ 44.22	421,966	I	Note <u>(2)</u>
Common Stock	11/22/2005	S	800	D	\$ 44.07	421,166	I	Note <u>(2)</u>
Common Stock	11/22/2005	S	700	D	\$ 44.12	420,466	I	Note <u>(2)</u>
Common Stock	11/22/2005	S	400	D	\$ 44.29	420,066	I	Note <u>(2)</u>
Common Stock	11/22/2005	S	1,900	D	\$ 44.36	418,166	I	Note <u>(2)</u>
Common Stock	11/22/2005	S	1,600	D	\$ 44.42	416,566	I	Note <u>(2)</u>
Common Stock	11/22/2005	S	2,200	D	\$ 44.49	414,366	I	Note <u>(2)</u>
Common Stock	11/22/2005	S	5,400	D	\$ 44.48	408,966	I	Note <u>(2)</u>
Common Stock	11/22/2005	S	1,600	D	\$ 44.5	407,366	I	Note <u>(2)</u>
Common Stock	11/22/2005	S	800	D	\$ 44.41	406,566	I	Note <u>(2)</u>
Common Stock	11/22/2005	S	2,400	D	\$ 44.44	404,166	I	Note <u>(2)</u>
Common Stock	11/22/2005	S	3,400	D	\$ 44.45	400,766	I	Note <u>(2)</u>
Common Stock	11/22/2005	S	1,600	D	\$ 44.33	399,166	I	Note <u>(2)</u>
Common Stock	11/22/2005	S	2,400	D	\$ 44.32	396,766	I	Note <u>(2)</u>
Common Stock	11/22/2005	S	1,600	D	\$ 44.39	395,166	I	Note <u>(2)</u>
Common Stock	11/22/2005	S	1,400	D	\$ 44.43	393,766	I	Note <u>(2)</u>
Common Stock	11/22/2005	S	4,000	D	\$ 44.37	389,766	I	Note <u>(2)</u>
Common Stock	11/22/2005	S	1,100	D	\$ 44.38	388,666	I	Note <u>(2)</u>
Common Stock	11/22/2005	S	1,600	D	\$ 44.34	387,066	I	Note <u>(2)</u>
	11/22/2005	S	2,400	D	\$ 44.4	384,666	I	Note <u>(2)</u>

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Common
Stock

Common Stock	11/22/2005		S	1,400	D	\$ 44.51	383,266	I	Note ⁽²⁾
Common Stock	11/22/2005		S	1,200	D	\$ 44.56	382,066	I	Note ⁽²⁾
Common Stock	11/22/2005		S	50,000	D	\$ 44.45	332,066	I	Note ⁽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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Goldstein Robert G
3355 LAS VEGAS BOULEVARD SOUTH
LAS VEGAS, NV 89109

Senior Vice President

Signatures

/s/ Robert G.
Goldstein 11/23/2005

**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) By The Robert and Sheryl Goldstein Trust DTD 2/21/2003.
- (2) By The Robert G. Goldstein Grantor Retained Annuity Trust.

Remarks:

3 of 3 Forms

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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