

Adelson Sheldon G  
Form 4  
February 08, 2011

# FORM 4

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

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

### OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Adelson Sheldon 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)

02/04/2011

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)

Chairman/Board, CEO & Treasurer

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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	02/04/2011		A		39,648	A \$ 0 <u>(1)</u>	865,617	D	
Common Stock							70,354,667	I	By spouse.
Common Stock							44,922,412	I	By Sheldon G. Adelson December 2008 Three Year LVS Annuity Trust.

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Common Stock	11,471,421	I	By Sheldon G. Adelson February 2009 Two Year LVS Annuity Trust.
Common Stock	23,336,445	I	By Sheldon G. Adelson February 2009 Three Year LVS Annuity Trust.
Common Stock	28,546,985	I	By Sheldon G. Adelson October 2009 Two Year LVS Annuity Trust.
Common Stock	29,105,939	I	By Sheldon G. Adelson October 2009 Three Year LVS Annuity Trust.
Common Stock	27,005,967	I	By Sheldon G. Adelson Two Year LVS Annuity Trust u/d/t dated June 29, 2010.
Common Stock	32,000,000	I	By Sheldon G. Adelson Two Year LVS Annuity Trust u/d/t dated June 30, 2010.
Common Stock	25,000,000	I	By Sheldon G. Adelson September

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								2010 Two Year LVS Annuity Trust u/d/t dated September 28, 2010.
Common Stock					25,000,000	I		By Sheldon G. Adelson Two Year LVS Annuity Trust u/d/t dated September 29, 2010.
Common Stock					5,623,125	I		By Sheldon G. Adelson 2005 Family Trust u/d/t dated April 25, 2005.
Common Stock					12,566,710	I		By Adfam Investment Company LLC.

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

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(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)	8. Amount or Number of Shares
Option (Right to	\$ 46.03	02/04/2011		A	50,554	(2) 02/03/2021	Common Stock	50,554

Buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Adelson Sheldon G 3355 LAS VEGAS BOULEVARD SOUTH LAS VEGAS, NV 89109	X	X	Chairman/Board,CEO & Treasurer	

## Signatures

/s/ Sheldon G. Adelson 02/04/2011

\_\_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) Restricted stock granted under the Las Vegas Sands Corp. 2004 Equity Award Plan.
- (2) The option vests in four equal annual installments beginning on January 1, 2012.

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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