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LAS VEGAS SANDS CORP
Form SC 13G/A
February 13, 2006

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

SCHEDULE 13G**

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1)*

LAS VEGAS SANDS CORP.

(Name of Issuer)

COMMON STOCK, \$0.001 PAR VALUE

(Title of Class of Securities)

517834107

(CUSIP Number)

DECEMBER 31, 2005

(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**The total number of shares reported herein is 305,139,142 shares which constitutes approximately 86.2% of the total number of shares outstanding. All ownership percentages set forth herein assume that there are 354,171,492 shares outstanding. All share amounts set forth herein represent holdings as of December 31, 2005.

CUSIP No. 517834107

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1. Name of Reporting Person:

Sheldon G. Adelson

2. Check the Appropriate Box if a Member of a Group:

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization: United States

Number of shares Beneficially Owned By Each Reporting Person With

5. Sole Voting Power: 228,778,773

6. Shared Voting Power: -0-

7. Sole Dispositive Power: 266,786,807

8. Shared Dispositive Power: -0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

266,786,807

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain shares:

11. Percent of Class Represented by Amount in Row (9): 75.3%

12. Type of Reporting Person: IN

CUSIP No. 517834107

1. Name of Reporting Person:

Miriam Adelson

2. Check the Appropriate Box if a Member of a Group:

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization: United States / Israel

Number of shares Beneficially Owned By

5. Sole Voting Power: -0-

6. Shared Voting Power: 37,756,105

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Each Reporting Person With -----
7. Sole Dispositive Power: -0-

8. Shared Dispositive Power: 37,356,105

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
37,756,105

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain shares:

11. Percent of Class Represented by Amount in Row (9): 10.7%

12. Type of Reporting Person: IN

CUSIP No. 517834107

1. Name of Reporting Person:
Charles D. Forman

2. Check the Appropriate Box if a Member of a Group:
(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization: United States

Number of shares Beneficially Owned By Each Reporting Person With -----
5. Sole Voting Power: 38,604,264

6. Shared Voting Power: 37,756,105

7. Sole Dispositive Power: 596,230

8. Shared Dispositive Power: 37,756,105

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
76,360,369

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain shares:

11. Percent of Class Represented by Amount in Row (9): 21.6%

12. Type of Reporting Person: IN

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CUSIP No. 517834107

1. Name of Reporting Person:

Sheldon G. Adelson 2005 Family Trust u/d/t dated April 25, 2005

2. Check the Appropriate Box if a Member of a Group:

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization: Nevada

Number of
shares
Beneficially
Owned By
Each
Reporting
Person
With

5. Sole Voting Power: 228,775,712

6. Shared Voting Power: -0-

7. Sole Dispositive Power: 228,775,712

8. Shared Dispositive Power: -0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

228,775,712

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain shares:

11. Percent of Class Represented by Amount in Row (9): 64.6%

12. Type of Reporting Person: OO

CUSIP No. 517834107

1. Name of Reporting Person:

Sheldon G. Adelson 2002 Four Year LVSI Annuity Trust

2. Check the Appropriate Box if a Member of a Group:

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization: Nevada

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Number of shares Beneficially Owned By Each Reporting Person With	5. Sole Voting Power:	30,329,917
	6. Shared Voting Power:	-0-
	7. Sole Dispositive Power:	30,329,917
	8. Shared Dispositive Power:	-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

30,329,917

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain shares:

11. Percent of Class Represented by Amount in Row (9): 8.6%

12. Type of Reporting Person: OO

CUSIP No. 517834107

Item 1(a). NAME OF ISSUER:

Las Vegas Sands Corp. (the "COMPANY").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

3355 Las Vegas Boulevard South
Las Vegas, Nevada 89109

Item 2(a). NAME OF PERSONS FILING:

- (i) Sheldon G. Adelson ("MR. ADELSON");
- (ii) Dr. Miriam Adelson ("DR. MIRIAM ADELSON");
- (iii) Charles D. Forman ("MR. FORMAN");
- (iv) Sheldon G. Adelson 2005 Family Trust u/d/t dated April 25, 2005 (the "FAMILY TRUST")
- (v) Sheldon G. Adelson 2002 Four Year LVSI Annuity Trust (the "2002 ANNUITY TRUST" and collectively with the persons listed in (i) through (iv) above, the "REPORTING PERSONS").

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE:

The address of the principal offices of (i) Mr. Adelson, (ii) Dr. Miriam Adelson, (iii) the Family Trust and (iv) the 2002 Annuity Trust is:

c/o Las Vegas Sands Corp.

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3355 Las Vegas Boulevard South
Las Vegas, Nevada 89109

The address of the principal business office of Mr. Forman is:

300 First Avenue
Needham, Massachusetts 02494

Item 2(c). CITIZENSHIP:

See item 4 of each Reporting Person's cover page.

Item 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, \$0.001 par value per share, of the Company (the "COMMON STOCK").

Item 2(e). CUSIP NUMBER:

517834107

Item 3. Not Applicable.

CUSIP No. 517834107

Item 4. OWNERSHIP.

(a) AMOUNT BENEFICIALLY OWNED:

Incorporated by reference from item 9 of the cover page of each Reporting Person.

(b) PERCENT OF CLASS:

Incorporated by reference from item 11 of the cover page of each Reporting Person.

(c) NUMBER OF SHARES TO WHICH EACH REPORTING PERSON HAS:

Incorporated by reference from items 5-8 of the cover page of each Reporting Person.

Mr. Adelson directly owns 100 shares of Common Stock and 22,961 shares of Common Stock currently issuable upon the exercise of vested options.

Mr. Forman directly owns 596,230 shares of Common Stock.

The Family Trust directly owns 228,755,712 shares of Common Stock.

Mr. Adelson, as trustee of the Family Trust, retains sole voting and dispositive power over the 228,755,712 shares owned by the Family Trust.

The 2002 Annuity Trust directly owns 30,329,917 shares of Common Stock.

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Mr. Adelson and Mr. Forman are co-trustees of the 2002 Annuity Trust and the Sheldon G. Adelson 2004 Two Year LVSI Annuity Trust (collectively, the "ANNUITY TRUSTS"). As trustees, Mr. Adelson has sole dispositive power and Mr. Forman has sole voting power over the 38,008,034 shares of Common Stock owned by the Annuity Trusts. Mr. Forman disclaims beneficial ownership of the Common Stock owned by the Annuity Trusts.

Dr. Miriam Adelson and Mr. Forman are co-trustees of the 2002 Remainder Trust (the "REMAINDER TRUST") and four separate Adelson family trusts established under the trust document for the Remainder Trust. The four trusts directly own 37,756,105 shares of Common Stock. Dr. Miriam Adelson and Mr. Forman share voting and dispositive power over such shares of Common Stock as co-trustees of such trusts. Mr. Forman disclaims beneficial ownership of the Common Stock owned by such trusts.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not Applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not Applicable.

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Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED BY THE PARENT HOLDING COMPANY.

Not Applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

The Reporting Persons listed on Exhibit 2 could be deemed to be members of a group. However, the Reporting Persons disclaim membership in a group.

Item 9. NOTICE OF DISSOLUTION OF A GROUP.

Not Applicable.

Item 10. CERTIFICATION.

Not Applicable.

SIGNATURE

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After reasonable 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: February 10, 2006

SHELDON G. ADELSON 2002 FOUR YEAR
LVSI ANNUITY TRUST

By: /s/ Sheldon G. Adelson

Sheldon G. Adelson, Trustee

By: /s/ Charles D. Forman

Charles D. Forman, Trustee

SHELDON G. ADELSON 2005 FAMILY
TRUST U/D/T DATED APRIL 25, 2005

By: /s/ Sheldon G. Adelson

Sheldon G. Adelson, Trustee

/s/ Dr. Miriam Adelson

Dr. Miriam Adelson

/s/ Charles D. Forman

Charles D. Forman

/s/ Sheldon G. Adelson

Sheldon G. Adelson