

LAS VEGAS SANDS CORP
Form 4
March 16, 2006

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 *
Adelson Sheldon G

(Last) (First) (Middle)

C/O LAS VEGAS SANDS CORP., 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)

03/16/2006

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/16/2006 | | S | | 44,376,875 | D | \$ 49.1445 |
| | | | | | 184,841,045 | I | |
| | 03/16/2006 | | S | | 13,225,014 | D | |
| | | | | | 17,013,961 | I | |

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

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| | | | | | | | | | |
|--------------|------------|---|-----------|---|------------|-----------|---|--|---|
| Common Stock | | | | | \$ 49.1445 | | | | By Sheldon G. Adelson 2002 Four Year LSVI Annuity Trust u/d/t dated October 1, 2002 |
| Common Stock | 03/16/2006 | S | 2,162,436 | D | \$ 49.1445 | 5,144,415 | I | | By Sheldon G. Adelson 2004 Two Year LSVI Annuity Trust dated May 31, 2004 |
| Common Stock | | | | | | 100 | D | | |
| Common Stock | | | | | | 9,439,026 | I | | By ESBT S Trust <u>(1)</u> |
| Common Stock | | | | | | 9,439,026 | I | | By ESBT Y Trust <u>(1)</u> |
| Common Stock | | | | | | 9,439,026 | I | | By QSST A Trust <u>(1)</u> |
| Common Stock | | | | | | 9,439,027 | I | | By QSST M Trust <u>(1)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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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 Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title Number of Shares | | |

Reporting Owners

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

Signatures

/s/ Sheldon G. Adelson 03/16/2006

**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).
- Held by certain subtrusts for which Mr. Adelson's wife acts as a trustee and the beneficiaries of which are the children and/or issue of Mr. Adelson and/or his wife. Each of ESBT S Trust, ESBT Y Trust, QSST A Trust and QSST M Trust is a subtrust under the 2002 Remainder Trust. Mr. Adelson is not a beneficiary of any of these subtrusts.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.