

Adelson Sheldon G
Form 4
March 05, 2012

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

2. Issuer Name and Ticker or Trading Symbol
LAS VEGAS SANDS CORP [LVS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3355 LAS VEGAS BOULEVARD SOUTH
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/02/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman/Board, CEO & Treasurer

LAS VEGAS, NV 89109

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/02/2012		X		87,500,175	A	\$ 6 87,501,092	I	By spouse's direct ownership
Common Stock	02/21/2012		G ⁽¹⁾	V	534,439	D	\$ 0 22,334,628	I	By the Sheldon G. Adelson February 2009 Three Year LVS Annuity Trust
	02/21/2012		G ⁽¹⁾	V	534,439	A	\$ 0 534,539	D	

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Common Stock										By the Sheldon G. Adelson February 2009 Three Year LVS Annuity Trust
Common Stock	02/21/2012	G ⁽²⁾	V	11,167,314	D	\$ 0	11,167,314	I		
Common Stock	02/21/2012	G ⁽²⁾	V	11,167,314	A	\$ 0	53,297,679	I		By the General Trust under the Sheldon G. Adelson 2007 Remainder Trust u/d/t dated 5/1/07
Common Stock	02/21/2012	G ⁽³⁾	V	11,167,314	D	\$ 0	0	I		By the Sheldon G. Adelson February 2009 Three Year LVS Annuity Trust
Common Stock	02/21/2012	G ⁽³⁾	V	11,167,314	A	\$ 0	53,297,678	I		By the General Trust under the Sheldon G. Adelson 2007 Friends and Family Trust u/d/t dated 5/1/07
Common Stock (Restricted)							80,324	D		
Common Stock							26,188,785	I		By the Sheldon G. Adelson October 2009 Three

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Common Stock	28,022,248	I	Year LVS Annuity Trust By the Sheldon G. Adelson June 30, 2010 Two Year LVS Annuity Trust
Common Stock	23,518,397	I	By the Sheldon G. Adelson June 29, 2010 Two Year LVS Annuity Trust
Common Stock	22,582,656	I	By the Sheldon G. Adelson September 28, 2010 Two Year LVS Annuity Trust
Common Stock	22,581,427	I	By the Sheldon G. Adelson September 29, 2010 Two Year LVS Annuity Trust
Common Stock	10,209,752	I	By the Sheldon G. Adelson March 2011 Two Year LVS Annuity Trust
Common Stock	12,566,710	I	By Adfam Investment

Common Stock	95,533,421	I	Company LLC By spouse's indirect ownership not reported above
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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Warrants	\$ 6	03/02/2012		X	5,250,000	02/03/2009 11/16/2013	Common Stock	87,500	

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 03/05/2012

**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) The shares were distributed by the Sheldon G. Adelson February 2009 Three Year LVS Annuity Trust to Mr. Adelson.

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(2) The shares were distributed by the Sheldon G. Adelson February 2009 Three Year LVS Annuity Trust to the General Trust under the Sheldon G. Adelson 2007 Remainder Trust u/d/t dated May 1, 2007. Dr. Miriam Adelson (Mr. Adelson's spouse), Timothy D. Stein and Irwin Chafetz serve as the trustees of the trust. Dr. Adelson retains the sole power to direct the vote of these shares.

(3) The shares were distributed by the Sheldon G. Adelson February 2009 Three Year LVS Annuity Trust to the General Trust under the Sheldon G. Adelson 2007 Friends and Family Trust u/d/t dated May 1, 2007. Dr. Adelson, Mr. Stein and Mr. Chafetz serve as the trustees of the trust. Dr. Adelson retains the sole power to direct the vote of these shares.

(4) On November 14, 2008, pursuant to the Note Conversion and Securities Purchase Agreement, dated November 10, 2008, between Las Vegas Sands Corp. (the "Company") and Dr. Miriam Adelson, the wife of Mr. Adelson, the Chairman and Chief Executive Officer and principal stockholder of the Company, as amended (as amended, the "Agreement"), the Company issued and sold to Dr. Miriam Adelson 5,250,000 shares of 10% Series A Cumulative Perpetual Preferred Stock (the "Series A Preferred Stock") and 5,250,000 warrants (the "Warrants") to purchase 16.6667 shares of the Company's common stock, par value \$0.001 per share (the "Common Stock"), per Warrant, or an aggregate of up to 87,500,175 shares of Common Stock, at an exercise price of \$6.00 per share. The total aggregate price paid by Dr. Miriam Adelson for the Series A Preferred Stock and Warrants was \$525,000,000.

Remarks:

The reporting person has voluntarily disclosed certain common stock transfers that would otherwise be reportable on Form 5.

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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