

LAS VEGAS SANDS CORP

Form 4

May 08, 2014

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
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KOO GEORGE P

(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)

05/06/2014

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)

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	05/06/2014		M		3,696	A	\$ 65.02 (1)	5,003	D
Common Stock	05/06/2014		S		3,696 (2)	D	\$ 79.4613 (3)	1,307	D
Common Stock	05/06/2014		M		25,000	A	\$ 13.34 (1)	26,307	D
Common Stock	05/06/2014		S		4,000 (2)	D	\$ 79.458	22,307	D
Common Stock								9,600	I

By:
GEORGE

P. KOO &
MAY J.
KOO
TTEES
O/T KOO
FAMILY
TRUST
DTD
5-6-96

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

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SEC 1474
(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	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 65.02	05/06/2014		M		3,696		<u>(4)</u>	04/17/2018	Common Stock	3,696
Option (Right to Buy)	\$ 13.34	05/06/2014		M		25,000		<u>(5)</u>	02/22/2020	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KOO GEORGE P
3355 LAS VEGAS BOULEVARD SOUTH X
LAS VEGAS, NV 89109

Signatures

/s/ Gayle M. Hyman,
Attorney-in-Fact

05/08/2014

__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).

In accordance with the provisions of the Issuer's 2004 Equity Award Plan, the Compensation Committee approved an equitable

(1) adjustment to reduce the exercise price of the options to reflect the \$2.75 per share special dividend to be paid on outstanding shares of the Issuer's common stock. The equitable adjustment was effective as of December 10, 2012.

(2) Shares sold in connection with the exercise of stock options.

This transaction was executed in multiple trades at prices ranging from \$79.458 to \$79.48. The price reported above reflects the weighted

(3) average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.

(4) The Reporting Person was granted options to purchase 3,696 shares on April 18, 2008, that vested in five installments on April 18, 2009, April 18, 2010, April 18, 2011, April 18, 2012, and April 18, 2013.

(5) The Reporting Person was granted options to purchase 25,000 shares on February 23, 2010, that vested in four installments on February 23, 2011, February 23, 2012, February 23, 2013 and February 23, 2014.

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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