

Adelson Sheldon G
Form 4
February 10, 2009

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)
02/06/2009

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

LAS VEGAS, NV 89109

(City) (State) (Zip)

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

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)
Common Stock	02/06/2009		A	5,948	A \$ 0 (1) 6,048	D	
Common Stock					146,278,117	I	By spouse
10% Series A Cumulative Perpetual Preferred Stock					5,250,000	I	By spouse
Common					82,758,765	I	By Sheldon

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Stock				G. Adelson 2005 Family Trust u/d/t dated April 25, 2005
Common Stock	50,000,000	I		By Sheldon G. Adelson December 2008 Three Year LVS Annuity Trust
Common Stock	2,246,305	I		By Sheldon G. Adelson 2007 Two Year LVS Annuity Trust
Common Stock	2,718,637	I		By Sheldon G. Adelson 2007 Three Year LVS Annuity Trust
Common Stock	3,868,023	I		By Sheldon G. Adelson July 2007 Two Year LVS Annuity Trust
Common Stock	4,292,989	I		By Sheldon G. Adelson July 2007 Three Year LVS Annuity Trust
Common Stock	1,937,023	I		By Sheldon G. Adelson April 2008 Two Year LVS Annuity Trust
	1,937,023	I		

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Common Stock						By Sheldon G. Adelson April 2008 Three Year LVS Annuity Trust
Common Stock		8,500,000	I			By Sheldon G. Adelson July 2008 Two Year LVS Annuity Trust
Common Stock		8,500,000	I			By Sheldon G. Adelson July 2008 Three Year LVS Annuity Trust
Common Stock		17,500,000	I			By Sheldon G. Adelson November 2008 Two Year LVS Annuity Trust

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 Shares
	\$ 4.14	02/06/2009		A	654,121	(2)	02/05/2019		654,121

Option (Right to Buy)					Common Stock	
Warrants	\$ 6		02/03/2009	11/16/2013	Common Stock	87,500
Option (Right to Buy)	\$ 29		<u>(4)</u>	12/15/2014	Common Stock	91,8

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

02/09/2009

 **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 installments beginning on January 1, 2010.
- (3) Mr. Adelson's spouse holds 5,250,000 exercisable warrants to purchase an aggregate of 87,500,175 shares of Common Stock.
- (4) Options to purchase 91,832 shares of Common Stock vested in four equal installments beginning on January 1, 2006. The options are vested and exercisable.

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.