

Adelson Sheldon G
Form 4
February 10, 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)
02/09/2012

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock (Restricted)	02/09/2012		A ⁽⁶⁾	V 34,728	A \$ 0 80,324	D	
Common Stock	12/14/2011		G ⁽¹⁾	V 3,242,426	D \$ 0 39,131,412	I	
	12/14/2011		G ⁽¹⁾	V 3,242,426	A \$ 0 7,414,179	D	

By the
Sheldon G. Adelson
December 2008 Three Year LVS Annuity Trust

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Common Stock									By the Sheldon G. Adelson December 2008 Three Year LVS Annuity Trust
Common Stock	12/14/2011	G ⁽²⁾	V	19,565,706	D	\$ 0	19,565,706	I	
Common Stock	12/14/2011	G ⁽²⁾	V	19,565,706	A	\$ 0	42,130,365	I	By the General Trust under the Sheldon G. Adelson 2007 Remainder Trust u/d/t dated 5/1/07
Common Stock	12/14/2011	G ⁽³⁾	V	19,565,706	D	\$ 0	0	I	By the Sheldon G. Adelson December 2008 Three Year LVS Annuity Trust
Common Stock	12/14/2011	G ⁽³⁾	V	19,565,706	A	\$ 0	42,130,364	I	By the General Trust under the Sheldon G. Adelson 2007 Friends and Family Trust u/d/t dated 5/1/07
Common Stock	12/19/2011	G ⁽⁴⁾	V	7,414,079	D	\$ 0	100	D	
Common Stock	12/19/2011	G ⁽⁴⁾	V	7,414,079	A	\$ 0	8,249,996	I	By spouse
Common Stock	12/19/2011	G ⁽⁵⁾	V	8,249,079	D	\$ 0	917	I	By spouse
Common Stock	12/19/2011	G ⁽⁵⁾	V	8,249,079	A	\$ 0	8,249,079	I	By the Miriam

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Common Stock	22,869,067	I	Adelson December 2011 LVS Annuity Trust By the Sheldon G. Adelson February 2009 Three Year LVS Annuity Trust
Common Stock	26,188,785	I	By the Sheldon G. Adelson October 2009 Three Year LVS Annuity Trust
Common Stock	28,022,248	I	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	22,581,427	I	By the

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Stock							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 Company LLC
Common Stock					74,717,632	I	By spouse's indirect ownership not otherwise reported above

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)	8. Amount or Number of Shares
	\$ 52.55	02/09/2012		A	51,422	(7) 02/08/2022		51,422

Option
(Right to
Buy)

Common
Stock

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

02/10/2012

__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 December 2008 Three Year LVS Annuity Trust to Mr. Adelson.
The shares were distributed 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.
- (2) The shares were distributed 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.
- (3) The shares were gifted by Mr. Adelson to Dr. Adelson.
- (4) The shares were gifted by Dr. Adelson to the Miriam Adelson December 2011 LVS Annuity Trust. Dr. Adelson and Mr. Stein serve as the trustees of the trust. Mr. Stein retains the sole power to direct the vote of these shares.
- (5) Restricted stock granted under the Las Vegas Sands Corp. 2004 Equity Award Plan.
- (6) The option vests in four equal annual installments beginning on January 1, 2013.
- (7)

Remarks:

The purpose of this filing is to report the reporting person's change in ownership interest due to grants of restricted stock and o

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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