

Adelson Miriam
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 Miriam

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

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

03/02/2012

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

LAS VEGAS, NV 89109

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 03/02/2012 | | X | V 87,500,175 A \$ 6 | 87,501,092 | D | |

| | | | | | | | |
|--------------|------------|--|------------------|---------------------|------------|---|--|
| Common Stock | 02/21/2012 | | G ⁽¹⁾ | 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

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| | | | | | | | | | |
|--------------|------------|------------------|---|------------|---|------|------------|---|----------------------------------------------------------------------------------------------------|
| Common Stock | 02/21/2012 | G ⁽²⁾ | 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 | | | | | | | 8,249,079 | I | By the Miriam Adelson December 2011 LVS Annuity Trust |
| Common Stock | | | | | | | 12,692,516 | I | By ESBT S Trust |
| Common Stock | | | | | | | 7,342,516 | I | By ESBT Y Trust |
| Common Stock | | | | | | | 13,692,517 | I | By QSST A Trust |
| Common Stock | | | | | | | 13,692,517 | I | By QSST M Trust |
| Common Stock | | | | | | | 5,144,415 | I | By Sheldon G. Adelson 2004 Remainder Trust. |
| Common Stock | | | | | | | 18,139,344 | I | By the Miriam Adelson June 2011 Two Year LVS Annuity Trust |
| Common Stock | | | | | | | 4,000,000 | I | By the Miriam Adelson October 2011 Two Year LVS Annuity Trust |

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| | | | |
|--------------|------------|---|------------------------------------------|
| Common Stock | 13,707 | I | By the Sivan Ochshorn 2010 Grantor Trust |
| Common Stock | 100 | I | By son |
| Common Stock | 12,566,710 | I | By Adfam Investment Company LLC |

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) | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------|-------------------------|
| | | | | 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 Miriam
3355 LAS VEGAS BOULEVARD SOUTH
LAS VEGAS, NV 89109

X

Signatures

/s/ Miriam
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).

The shares were distributed by the Sheldon G. Adelson February 2009 Three Year LVS Annuity Trust to the General Trust under the
(1) Sheldon G. Adelson 2007 Remainder Trust u/d/t dated May 1, 2007. Dr. Miriam Adelson, 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.

The shares were distributed by the Sheldon G. Adelson February 2009 Three Year LVS Annuity Trust to the General Trust under the
(2) 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.

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. Adelson, as amended (as amended, the "Agreement"), the Company issued and sold to Dr.
(3) 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. 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 be otherwise 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.

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.