#### LAS VEGAS SANDS CORP

Form 4 January 07, 2015

## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL** OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Chafetz Irwin Issuer Symbol LAS VEGAS SANDS CORP [LVS] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner Other (specify Officer (give title 3355 LAS VEGAS BOULEVARD 01/05/2015 below) SOUTH 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

LAS VEGAS, NV 89109

(State)

(Zin)

(City)

| (City)                               | (State)                                 | Tabl  | e I - Non-I                             | Derivative S                               | Securi | ties Acqu          | iired, Disposed of   | , or Beneficiall  | y Owned   |
|--------------------------------------|---|---|---|--|--------|--------------------|--|---|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securit<br>or(A) or Dis<br>(Instr. 3, 4 | sposed | of (D)             | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common<br>Stock                      | 01/05/2015                              |   | M                                       | 4,970<br>(1)                               | A      | \$<br>44.95<br>(2) | 44,604   | D   |   |
| Common<br>Stock                      | 01/05/2015                              |   | M                                       | 25,000                                     | A      | \$<br>13.34<br>(2) | 69,604   | D   |   |

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. Number of orDerivative 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<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|---|---|--------------------------------------|---|--|---|--|--------------------|---|-------------------------------------|
|   |   |                                      |   | Code V                                 | (A) (D)   | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Option<br>(Right to<br>Buy)                         | \$ 44.95<br>(2)   | 01/05/2015                           |   | M                                      | 4,970   | (3)  | 02/27/2015         | Common<br>Stock   | 4,970                               |
| Option (Right to Buy)                               | \$ 13.34<br>(2)   | 01/05/2015                           |   | M                                      | 25,000  | <u>(4)</u>   | 02/22/2020         | Common<br>Stock   | 25,000                              |

## **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|
| • 0                            | Director      | 10% Owner | Officer | Other |  |  |
| Chafetz Irwin                  |               |           |         |       |  |  |
| 3355 LAS VEGAS BOULEVARD SOUTH | X             |           |         |       |  |  |
| LAS VEGAS, NV 89109            |               |           |         |       |  |  |

## **Signatures**

/s/ Irwin Chafetz 01/07/2015

\*\*Signature of Date
Reporting Person

# **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) Represents the exercise of vested options that were scheduled to expire on February 27, 2015.
  - In accordance with the provisions of the Issuer's 2004 Equity Award Plan, the Compensation Committee approved an equitable
- (2) adjustment to reduce the exercise price of the options to reflect the \$2.75 per share special dividend declared on November 26, 2012 paid on outstanding shares of the Issuer's common stock. The equitable adjustment was effective as of December 10, 2012.
- (3) The options vested in five equal installments beginning on February 28, 2006.
- (4) The options vested in four equal installments beginning on February 23, 2011.

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.

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