

LAS VEGAS SANDS CORP
Form 3
December 14, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Sheldon G Adelson 2002
Remainder Trust u/d/t dated
October 1, 2002

(Last) (First) (Middle)

3355 LAS VEGAS
BOULEVARD SOUTH

(Street)

LAS VEGAS,Â NVÂ 89109

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
12/14/2004

3. Issuer Name **and** Ticker or Trading Symbol
LAS VEGAS SANDS CORP [LVS]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

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

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock ⁽¹⁾

40,356,105

D Â

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security

4. Conversion
or Exercise

5. Ownership
Form of

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Sheldon G Adelson 2002 Remainder Trust u/d/t dated October 1, 2002
3355 LAS VEGAS BOULEVARD SOUTH
LAS VEGAS, NV 89109

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Signatures

/s/ Harry D. Miltenberger,
Attorney-in-Fact

12/14/2004

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Currently, the reporting person beneficially owns shares of Las Vegas Sands, Inc. common stock. In connection with the merger of Las Vegas Sands, Inc. with and into a wholly-owned subsidiary of Las Vegas Sands Corp., each outstanding share of Las Vegas Sands, Inc. will be exchanged for 266.0327553 shares of Las Vegas Sands Corp. In accordance with Rule 16b-7 promulgated under the Securities Exchange Act of 1934 (the "Exchange Act"), the exchange will be exempt under Section 16(b) of the Exchange Act.

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Remarks:

Sheldon G. Adelson's spouse, Miriam Adelson, and a director of Las Vegas Sands Corp., Charles D. Forman, are each a trustee of the reporting person.

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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