

Adelson Sheldon G
Form 4
November 18, 2008

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)

C/O LAS VEGAS SANDS CORP., 3355 LAS VEGAS BOULEVARD SOUTH

3. Date of Earliest Transaction (Month/Day/Year)
11/14/2008

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

(Street)

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

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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/14/2008		A		86,363,636	A	<u>(1)</u> <u>(2)</u> 146,278,117	I	By spouse. See footnotes <u>(1)</u> <u>(2)</u>
10% Series A Cumulative Perpetual Preferred Stpcl	11/14/2008		A		5,250,000	A	<u>(1)</u> <u>(2)</u> 5,250,000	I	By spouse. See footnotes <u>(1)</u> <u>(2)</u>

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Common Stock	100	D	
Common Stock	150,258,765	I	By Sheldon G. Adelson 2005 Family 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

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Common Stock	1,937,023	I	By Sheldon G. Adelson April 2008 Two Year LVS Annuity Trust
Common Stock	1,937,023	I	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

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

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

