Adelson Sheldon G Form 4 November 18, 2008

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 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 Adelson Sheldon G Issuer Symbol LAS VEGAS SANDS CORP [LVS] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ 10% Owner _X_ Director __Other (specify _X__ Officer (give title C/O LAS VEGAS SANDS 11/14/2008 below) CORP., 3355 LAS VEGAS Chairman/Board, CEO&Treasurer **BOULEVARD SOUTH** (Street) 4. If Amendment, Date Original 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 Person LAS VEGAS, NV 89109

(City)	(State) (2	(State) 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. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	11/14/2008		A	86,363,636	A	(<u>1</u>) (<u>2</u>)	146,278,117	I	By spouse. See footnotes
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 (1) (2)

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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 benefic	Persons who respond to the collection of	SEC 1474
	information contained in this form are not	(9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Ziicicisaoie	2		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 0	Director	10% Owner	Officer	Other			
Adelson Sheldon G C/O LAS VEGAS SANDS CORP. 3355 LAS VEGAS BOULEVARD SOUTH LAS VEGAS, NV 89109	X	X	Chairman/Board,CEO&Treasurer				

Signatures

/s/ Sheldon G.
Adelson

**Signature of Date

**Signature of 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).

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. Miriam Adelson, the wife of Sheldon Adelson, the Chairman and Chief Executive Officer

- (1) and principal stockholder of the Company, as amended (as amended, the "Agreement"), the Company issued and sold to Dr. Miriam Adelson 5,250,000 shares of 10% Series A Cumulative Perpetual Preferred Stock (the "Series A Preferred Stock") and warrants to purchase an aggregate of approximately 87,500,175 shares of the Common Stock, at an exercise price of \$6.00 per share.
- The total aggregate price paid by Dr. Miriam Adelson for the Series A Preferred Stock and warrants was \$525,000,000. In addition, on November 14, 2008, pursuant to the Agreement, Dr. Adelson converted \$475 million aggregate principal amount of the Company's 6.5% convertible senior notes due 2013 into 86,363,636 shares of the Company's common stock, par value \$0.001 (the "Common Stock"), at a conversion price equal to \$5.50 per share.

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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