

Adelson Sheldon G
 Form 4
 February 08, 2011

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)

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

02/04/2011

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

Chairman/Board, CEO & Treasurer

3355 LAS VEGAS BOULEVARD SOUTH

(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 (D) Price			
Common Stock	02/04/2011		A	39,648 A \$ 0 (1)	865,617	D	
Common Stock					70,354,667	I	By spouse.
Common Stock					44,922,412	I	By Sheldon G. Adelson December 2008 Three Year LVS Annuity Trust.

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Common Stock	11,471,421	I	By Sheldon G. Adelson February 2009 Two Year LVS Annuity Trust.
Common Stock	23,336,445	I	By Sheldon G. Adelson February 2009 Three Year LVS Annuity Trust.
Common Stock	28,546,985	I	By Sheldon G. Adelson October 2009 Two Year LVS Annuity Trust.
Common Stock	29,105,939	I	By Sheldon G. Adelson October 2009 Three Year LVS Annuity Trust.
Common Stock	27,005,967	I	By Sheldon G. Adelson Two Year LVS Annuity Trust u/d/t dated June 29, 2010.
Common Stock	32,000,000	I	By Sheldon G. Adelson Two Year LVS Annuity Trust u/d/t dated June 30, 2010.
Common Stock	25,000,000	I	By Sheldon G. Adelson September

							2010 Two Year LVS Annuity Trust u/d/t dated September 28, 2010.
Common Stock					25,000,000	I	By Sheldon G. Adelson Two Year LVS Annuity Trust u/d/t dated September 29, 2010.
Common Stock					5,623,125	I	By Sheldon G. Adelson 2005 Family Trust u/d/t dated April 25, 2005.
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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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)	8. Amount or Number of Shares
Option (Right to	\$ 46.03	02/04/2011		A	50,554	<u>(2)</u> 02/03/2021	Common Stock	50,554

Buy)

Reporting Owners

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

Signatures

/s/ Sheldon G.
Adelson

02/04/2011

**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).
- (1) Restricted stock granted under the Las Vegas Sands Corp. 2004 Equity Award Plan.
 - (2) The option vests in four equal annual installments beginning on January 1, 2012.

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.