

Adelson Sheldon G
Form 4
November 17, 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)
3355 LAS VEGAS BOULEVARD
SOUTH

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2011

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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
10% Series A Cumulative Perpetual Preferred Stock	11/15/2011		D ⁽¹⁾		5,250,000	D	\$ 0	By spouse. See footnote (1).
Common Stock	02/21/2011		G ⁽²⁾	V	403,070	D	\$ 0	By the Sheldon G. Adelson February 2009 Two Year LVS

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Common Stock	02/21/2011	G ⁽²⁾	V	403,070	A	\$ 0	1,225,054	D	Annuity Trust.
Common Stock	02/21/2011	G ⁽³⁾	V	5,534,176	D	\$ 0	5,534,176	I	By the Sheldon G. Adelson February 2009 Two Year LVS Annuity Trust.
Common Stock	02/21/2011	G ⁽³⁾	V	5,534,176	A	\$ 0	12,747,451	I	By spouse.
Common Stock	02/21/2011	G ⁽⁴⁾	V	5,534,175	D	\$ 0	0	I	By the Sheldon G. Adelson February 2009 Two Year LVS Annuity Trust.
Common Stock	02/21/2011	G ⁽⁴⁾	V	5,534,175	A	\$ 0	12,747,450	I	By spouse.
Common Stock	03/31/2011	G ⁽⁵⁾	V	3,363,636	D	\$ 0	0	I	By spouse.
Common Stock	03/31/2011	G ⁽⁵⁾	V	3,363,636	A	\$ 0	4,586,727	D	
Common Stock	03/31/2011	G ⁽⁶⁾	V	5,623,125	D	\$ 0	0	I	By the Sheldon G. Adelson 2005 Family Trust u/d/t dated April 25, 2005.
Common Stock	03/31/2011	G ⁽⁶⁾	V	5,623,125	A	\$ 0	10,209,852	D	
Common Stock	03/31/2011	G ⁽⁷⁾	V	10,209,752	D	\$ 0	100	D	
Common Stock	03/31/2011	G ⁽⁷⁾	V	10,209,752	A	\$ 0	10,209,752	I	By the Sheldon G. Adelson March 2011 Two

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Common Stock	04/15/2011	<u>G⁽⁸⁾</u>	V	2,548,574	D	\$ 0	42,373,838	I	Year LVS Annuity Trust. By the Sheldon G. Adelson December 2008 Three Year LVS Annuity Trust.
Common Stock	04/15/2011	<u>G⁽⁸⁾</u>	V	2,548,574	A	\$ 0	2,548,674	D	
Common Stock	04/15/2011	<u>G⁽⁹⁾</u>	V	467,378	D	\$ 0	22,869,067	I	By the Sheldon G. Adelson February 2009 Three Year LVS Annuity Trust.
Common Stock	04/15/2011	<u>G⁽⁹⁾</u>	V	467,378	A	\$ 0	3,016,052	D	
Common Stock	04/15/2011	<u>G⁽¹⁰⁾</u>	V	4,740,916	D	\$ 0	23,806,069	I	By the Sheldon G. Adelson October 2009 Two Year LVS Annuity Trust.
Common Stock	04/15/2011	<u>G⁽¹⁰⁾</u>	V	4,740,916	A	\$ 0	7,756,968	D	
Common Stock	04/15/2011	<u>G⁽¹¹⁾</u>	V	2,917,154	D	\$ 0	26,188,785	I	By the Sheldon G. Adelson October 2009 Three Year LVS Annuity Trust.
Common Stock	04/15/2011	<u>G⁽¹¹⁾</u>	V	2,917,154	A	\$ 0	10,674,122	D	
Common Stock	04/15/2011	<u>G⁽¹²⁾</u>	V	3,487,570	D	\$ 0	23,518,397	I	By the Sheldon G. Adelson

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										June 29 2010 Two Year LVS Annuity Trust.
Common Stock	04/15/2011	G ⁽¹²⁾	V	3,487,570	A	\$ 0	14,161,692	D		
										By the Sheldon G. Adelson June 30 2010 Two Year LVS Annuity Trust.
Common Stock	04/15/2011	G ⁽¹³⁾	V	3,977,752	D	\$ 0	28,022,248	I		
										By the Sheldon G. Adelson September 28 2010 Two Year LVS Annuity Trust.
Common Stock	04/15/2011	G ⁽¹³⁾	V	3,977,752	A	\$ 0	18,139,444	D		
										By the Sheldon G. Adelson September 28 2010 Two Year LVS Annuity Trust.
Common Stock	04/15/2011	G ⁽¹⁴⁾	V	2,417,344	D	\$ 0	22,582,656	I		
										By the Sheldon G. Adelson September 29 2010 Two Year LVS Annuity Trust.
Common Stock	04/15/2011	G ⁽¹⁴⁾	V	2,417,344	A	\$ 0	20,556,788	D		
										By the Sheldon G. Adelson September 29 2010 Two Year LVS Annuity Trust.
Common Stock	04/15/2011	G ⁽¹⁵⁾	V	2,418,573	D	\$ 0	22,581,427	I		
										By the Sheldon G. Adelson September 29 2010 Two Year LVS Annuity Trust.
Common Stock	04/15/2011	G ⁽¹⁵⁾	V	2,418,573	A	\$ 0	22,975,361	D		
										By the Sheldon G. Adelson September 29 2010 Two Year LVS Annuity Trust.
Common Stock	04/15/2011	G ⁽¹⁶⁾	V	22,975,261	D	\$ 0	100	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 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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 11/17/2011

**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) In accordance with the terms of its 10% Series A Cumulative Perpetual Preferred Stock (the "Preferred Stock"), Las Vegas Sands Corp. has redeemed all outstanding Preferred Stock at a price of \$110 per share plus accrued dividends.
- (2) The shares were distributed by the Sheldon G. Adelson February 2009 Two Year LVS Annuity Trust to Mr. Adelson.
- (3) The shares were gifted to the General Trust under the Sheldon G. Adelson 2007 Remainder Trust u/d/t dated May 1, 2007. Dr. Miriam Adelson, Mr. Adelson's spouse, Timothy D. Stein and Irwin Chafetz serve as the trustees of the trust. Dr. Adelson retains the sole power to direct the vote of these shares.
- (4) The shares were gifted to the General Trust under the Sheldon G. Adelson 2007 Friends and Family Trust u/d/t dated May 1, 2007. Dr. Adelson, Timothy D. Stein and Irwin Chafetz serve as the trustees of the trust. Dr. Adelson retains the sole power to direct the vote of these shares.
- (5) The shares were gifted by Dr. Adelson to Mr. Adelson.
- (6) The shares were distributed by the Sheldon G. Adelson 2005 Family Trust u/d/t dated April 25, 2005 to Mr. Adelson.

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- (7) The shares were gifted by Mr. Adelson to the Sheldon G. Adelson March 2011 Two Year LVS Annuity Trust.
- (8) The shares were distributed by the Sheldon G. Adelson December 2008 Three Year LVS Annuity Trust to Mr. Adelson.
- (9) The shares were distributed by the Sheldon G. Adelson February 2009 Three Year LVS Annuity Trust to Mr. Adelson.
- (10) The shares were distributed by the Sheldon G. Adelson October 2009 Two Year LVS Annuity Trust to Mr. Adelson.
- (11) The shares were distributed by the Sheldon G. Adelson October 2009 Three Year LVS Annuity Trust to Mr. Adelson.
- (12) The shares were distributed by the Sheldon G. Adelson June 29 2010 Two Year LVS Annuity Trust to Mr. Adelson.
- (13) The shares were distributed by the Sheldon G. Adelson June 30 2010 Two Year LVS Annuity Trust to Mr. Adelson.
- (14) The shares were distributed by the Sheldon G. Adelson September 28 2010 Two Year LVS Annuity Trust to Mr. Adelson.
- (15) The shares were distributed by the Sheldon G. Adelson September 29 2010 Two Year LVS Annuity Trust to Mr. Adelson.
- (16) The shares were gifted by Mr. Adelson to Dr. Adelson.

Remarks:

This is part one of a two part filing. The purpose of this filing is to report the reporting person's change in ownership interest d

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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