

Goldstein Robert G
 Form 4
 February 24, 2006

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 *
 Goldstein Robert 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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/22/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior Vice President

LAS VEGAS, NV 89109

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 17,609 | D | |
| Common Stock | | | | | 248,451 | I | See footnote (1) |
| Common Stock | 02/22/2006 | | S | 1,300 D \$ 54.88 | 1,429,459 | I | See footnote (2) |
| Common Stock | 02/22/2006 | | S | 1,700 D \$ 54.9 | 1,427,759 | I | See footnote (2) |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|-----------|---|------------------|
| Common Stock | 02/22/2006 | S | 1,200 | D | \$ 54.85 | 1,426,559 | I | See footnote (2) |
| Common Stock | 02/22/2006 | S | 2,300 | D | \$ 54.92 | 1,424,259 | I | See footnote (2) |
| Common Stock | 02/22/2006 | S | 500 | D | \$ 54.81 | 1,423,759 | I | See footnote (2) |
| Common Stock | 02/22/2006 | S | 1,400 | D | \$ 54.93 | 1,422,359 | I | See footnote (2) |
| Common Stock | 02/22/2006 | S | 1,100 | D | \$ 54.95 | 1,421,259 | I | See footnote (2) |
| Common Stock | 02/22/2006 | S | 900 | D | \$ 55 | 1,420,359 | I | See footnote (2) |
| Common Stock | 02/22/2006 | S | 500 | D | \$ 55.05 | 1,419,859 | I | See footnote (2) |
| Common Stock | 02/22/2006 | S | 400 | D | \$ 54.82 | 1,419,459 | I | See footnote (2) |
| Common Stock | 02/22/2006 | S | 700 | D | \$ 54.98 | 1,418,759 | I | See footnote (2) |
| Common Stock | 02/22/2006 | S | 2,000 | D | \$ 54.87 | 1,416,759 | I | See footnote (2) |
| Common Stock | 02/22/2006 | S | 1,000 | D | \$ 55.01 | 1,415,759 | I | See footnote (2) |
| Common Stock | 02/22/2006 | S | 300 | D | \$ 55.03 | 1,415,459 | I | See footnote (2) |
| Common Stock | 02/22/2006 | S | 300 | D | \$ 55.09 | 1,415,159 | I | See footnote (2) |
| Common Stock | 02/22/2006 | S | 1,100 | D | \$ 54.91 | 1,414,059 | I | See footnote (2) |
| Common Stock | 02/22/2006 | S | 400 | D | \$ 54.77 | 1,413,659 | I | See footnote |

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| | | | | | | | | | (2) |
|--------------|------------|--|---|-------|---|----------|-----------|---|------------------|
| Common Stock | 02/22/2006 | | S | 400 | D | \$ 54.78 | 1,413,259 | I | See footnote (2) |
| Common Stock | 02/22/2006 | | S | 400 | D | \$ 54.8 | 1,412,859 | I | See footnote (2) |
| Common Stock | 02/22/2006 | | S | 700 | D | \$ 54.94 | 1,412,159 | I | See footnote (2) |
| Common Stock | 02/22/2006 | | S | 1,784 | D | \$ 54.89 | 1,410,375 | I | See footnote (2) |

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

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(9-02)

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 Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| Goldstein Robert G 3355 LAS VEGAS BOULEVARD SOUTH LAS VEGAS, NV 89109 | | | Senior Vice President | |

Signatures

/s/ Robert G.
Goldstein

02/24/2006

__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) By The Robert G. Goldstein Grantor Retained Annuity Trust.
 - (2) By The Robert and Sheryl Goldstein Trust DTD 2/21/2003.

Remarks:

Form 3 of 3 Forms

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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