

Adelson Sheldon G
Form 4
March 12, 2012

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/08/2012

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/08/2010 | | M | | 91,800 | A | \$ 29 |
| Common Stock | 03/08/2010 | | M | | 490,590 | A | \$ 4.14 |
| Common Stock | 03/08/2010 | | M | | 75,538 | A | \$ 16.09 |
| Common Stock | 03/08/2010 | | M | | 12,638 | A | \$ 46.03 |
| Common Stock (Restricted) | | | | | | | 80,324 |

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| | | | |
|--------------|------------|---|---|
| Common Stock | 26,188,785 | I | By the Sheldon G. Adelson October 2009 Three Year LVS Annuity Trust |
| Common Stock | 28,022,248 | I | By the Sheldon G. Adelson June 30, 2010 Two Year LVS Annuity Trust |
| Common Stock | 23,518,397 | I | By the Sheldon G. Adelson June 29, 2010 Two Year LVS Annuity Trust |
| Common Stock | 22,582,656 | I | By the Sheldon G. Adelson September 28, 2010 Two Year LVS Annuity Trust |
| Common Stock | 22,581,427 | I | By the Sheldon G. Adelson September 29, 2010 Two Year LVS Annuity Trust |
| Common Stock | 10,209,752 | I | By the Sheldon G. Adelson March 2011 Two Year LVS |

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| | | | |
|--------------|-------------|---|--|
| Common Stock | 12,566,710 | I | Annuity Trust By Adfam Investment Company LLC |
| Common Stock | 277,063,160 | I | By spouse's direct and indirect ownership not reported above |

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)

| 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) | |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|---|----------------------------|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (Right to Buy) | \$ 29 | 03/08/2012 | | M | | 91,800 | (1) | 12/15/2014 | Common Stock | 91,800 |
| Option (Right to Buy) | \$ 4.14 | 03/08/2012 | | M | | 490,590 | (2) | 02/06/2019 | Common Stock | 490,590 |
| Option (Right to Buy) | \$ 16.09 | 03/08/2012 | | M | | 75,538 | (3) | 02/23/2020 | Common Stock | 75,538 |
| Option (Right to Buy) | \$ 46.03 | 03/08/2012 | | M | | 12,638 | (4) | 02/04/2021 | Common Stock | 12,638 |

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

03/12/2012

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) These options vested in four equal annual installments beginning on January 1, 2006.
- (2) These options vested in three equal annual installments beginning on January 1, 2010.
- (3) These options vested in two equal annual installments beginning on January 1, 2011.
- (4) These options vested 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.