

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

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

(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			
Common Stock	03/08/2010		M		91,800	A	\$ 29	626,339	D	
Common Stock	03/08/2010		M		490,590	A	\$ 4.14	1,116,929	D	
Common Stock	03/08/2010		M		75,538	A	\$ 16.09	1,192,467	D	
Common Stock	03/08/2010		M		12,638	A	\$ 46.03	1,205,105	D	
Common Stock (Restricted)								80,324	D	

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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.

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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.