

WYNN RESORTS LTD  
 Form 4  
 April 13, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 WYNN STEPHEN A

(Last) (First) (Middle)

C/O WYNN RESORTS,  
 LIMITED, 3131 LAS VEGAS  
 BOULEVARD SOUTH

(Street)

LAS VEGAS, NV 89109

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 WYNN RESORTS LTD [WYNN]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 04/11/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chief Executive Officer / WFLP is member of 10% owner

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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) |                                    |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|------------------------------------|
|  |                                      |  |                                | (A) or (D)  | Price   |  |  |                                    |
| Common Stock, par value \$0.01 per share | 04/11/2016                           |  | J <sup>(1)</sup>               | 20,302  | A 98.78<br><u>(2)</u>   | 12,020,302   | I  | By Wynn Family Limited Partnership |
| Common Stock, par value \$0.01 per share | 04/11/2016                           |  | J <sup>(3)</sup>               | 52,549  | A 98.78<br><u>(2)</u>   | 12,072,851   | I  | By Wynn Family Limited Partnership |

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

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SEC 1474  
(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. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |                             |
|--|---------------|-----------|-------------------------|-----------------------------|
|  | Director      | 10% Owner | Officer                 | Other                       |
| WYNN STEPHEN A<br>C/O WYNN RESORTS, LIMITED<br>3131 LAS VEGAS BOULEVARD<br>SOUTH<br>LAS VEGAS, NV 89109                  | X             | X         | Chief Executive Officer | WFLP is member of 10% owner |
| Wynn Family Limited Partnership<br>C/O WYNN RESORTS, LIMITED<br>3131 LAS VEGAS BOULEVARD<br>SOUTH<br>LAS VEGAS, NV 89109 | X             |           |                         | Member of 10% owner group   |

## Signatures

/s/ Kevin Tourek, Attorney-in-Fact for Stephen A. Wynn 04/13/2016  
 \*\*Signature of Reporting Person Date

/s/ Kevin Tourek, Attorney-in-Fact for Wynn Family Limited Partnership 04/13/2016  
 \*\*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) Reflects a substitution of cash for shares held by a trust previously established by Mr. Wynn, in accordance with the asset substitution provisions of that trust.
- (2) Reflects closing price of the Company's common stock on the business day immediately preceding the transaction date, which price was used for valuing the transferred shares for purposes of the asset substitution provisions referenced in items (1) and (3).
- (3) Reflects a substitution of cash for shares held by a trust previously established by Mr. Wynn, in accordance with the asset substitution provisions of that trust.

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.