

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)
 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

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)
Common Stock	04/15/2011		G(1)	V 22,975,261 A \$ 0	22,975,261	I	By spouse.
Common Stock	06/20/2011		G(2)	V 18,139,344 D \$ 0	4,835,917	I	By spouse.
Common Stock	06/20/2011		G(2)	V 18,139,344 A \$ 0	18,139,344	I	By the Miriam Adelson June 2011 Two Year LVS Annuity Trust.

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Common Stock	10/07/2011	G ⁽³⁾	V	4,000,000	D	\$ 0	835,917	I	By spouse.
Common Stock	10/07/2011	G ⁽³⁾	V	4,000,000	A	\$ 0	4,000,000	I	By the Miriam Adelson October 2011 Two Year LVS Annuity Trust.
Common Stock	10/28/2011	G ⁽⁴⁾	V	4,171,653	D	\$ 0	19,634,416	I	By the Sheldon G. Adelson October 2009 Two Year LVS Annuity Trust
Common Stock	10/28/2011	G ⁽⁴⁾	V	4,171,653	A	\$ 0	4,174,753	D	
Common Stock	10/28/2011	G ⁽⁵⁾	V	9,817,208	D	\$ 0	9,817,208	I	By the Sheldon G. Adelson October 2009 Two Year LVS Annuity Trust.
Common Stock	10/28/2011	G ⁽⁵⁾	V	9,817,208	A	\$ 0	22,564,659	I	By the General Trust under the Sheldon G. Adelson 2007 Remainder Trust u/d/t dated 5/1/2007.
Common Stock	10/28/2011	G ⁽⁶⁾	V	9,817,208	D	\$ 0	0	I	By the Sheldon G. Adelson October 2009 Two Year LVS Annuity Trust
	10/28/2011	G ⁽⁶⁾	V	9,817,208	A	\$ 0	22,564,658	I	

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Common Stock							By the General Trust under the Sheldon G. Adelson 2007 Friends and Family Trust u/d/t dated 5/1/07.
Common Stock (Restricted)				45,596	D		
Common Stock				120,682,866	I		By spouse's direct and indirect ownership.
Common Stock				12,566,710	I		By Adfam Investment Company LLC.

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

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) The shares were gifted by Mr. Adelson to Dr. Adelson.
- (2) The shares were gifted by Dr. Adelson to the Miriam Adelson June 2011 Two Year LVS Annuity Trust. Dr. Adelson retains sole dispositive control over the Common Stock owned by this trust.
- (3) The shares were gifted by Dr. Miriam Adelson, the spouse of Sheldon G. Adelson, to the Miriam Adelson October 2011 Two Year LVS Annuity Trust. Dr. Adelson retains sole dispositive control over the Common Stock owned by this trust. Dr. Adelson has the authority to vote the shares of Common Stock owned by this trust.
- (4) The shares were distributed by the Sheldon G. Adelson October 2009 Two Year LVS Annuity Trust to Sheldon G. Adelson.
- (5) The shares were distributed to the General Trust under the Sheldon G. Adelson 2007 Remainder 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.
- (6) The shares were distributed to the General Trust under the Sheldon G. Adelson 2007 Friends and Family Trust u/d/t dated May 1, 2007. Dr. Miriam 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.

Remarks:

This is part two 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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