

Adelson Sheldon G
Form 4
March 20, 2013

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)
03/18/2013

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

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 | 03/18/2013 | | M | | 163,531 | A | \$ 1.39 (1) |
| Common Stock | 03/18/2013 | | M | | 37,769 | A | \$ 13.34 (1) |
| Common Stock | 03/18/2013 | | M | | 12,639 | A | \$ 43.28 (1) |
| Common Stock | 03/18/2013 | | M | | 12,855 | A | \$ 49.8 (1) |
| | | | | | | | 7,626,641 |
| | | | | | | | I |

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| | | | | | | |
|--------------|--|--|--|-------------|---|--|
| Common Stock | | | | | | By a trust for the benefit of one or more members of the Adelson family. |
| Common Stock | | | | 86,230,819 | I | By a trust for the benefit of one or more members of the Adelson family. |
| Common Stock | | | | 86,230,818 | I | By a trust for the benefit of one or more members of the Adelson family. |
| Common Stock | | | | 12,566,710 | I | By an Adelson family investment vehicle. |
| Common Stock | | | | 167,989,759 | 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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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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | | | (Instr. 3 and 4) | | |
|-----------------------------|---|-------------------------|--------------------|---|------------------|-----|---------------------|--------------------|-----------------|----------------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (Right to Buy) | \$ 1.39 ⁽¹⁾ | 03/18/2013 | M | | 163,531 | | ⁽²⁾ | 02/05/2019 | Common Stock | 163,531 |
| Option (Right to Buy) | \$ 13.34 ⁽¹⁾ | 03/18/2013 | M | | 37,769 | | ⁽³⁾ | 02/22/2020 | Common Stock | 37,769 |
| Option (Right to Buy) | \$ 43.28 ⁽¹⁾ | 03/18/2013 | M | | 12,639 | | ⁽⁴⁾ | 02/03/2021 | Common Stock | 12,639 |
| Option (Right to Buy) | \$ 49.8 ⁽¹⁾ | 03/18/2013 | M | | 12,855 | | ⁽⁵⁾ | 02/08/2022 | Common Stock | 12,855 |

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

03/20/2013

^{**}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).

- In accordance with the provisions of the Issuer's 2004 Equity Award Plan, the Compensation Committee approved an equitable
- (1) adjustment to reduce the exercise price of the options to reflect the \$2.75 per share special dividend declared on November 26, 2012 paid on outstanding shares of the Issuer's common stock. The equitable adjustment was effective as of December 10, 2012.
 - (2) These options vested in four equal annual installments beginning on January 1, 2010.
 - (3) These options vest in four equal annual installments beginning on January 1, 2011.
 - (4) These options vest in four equal annual installments beginning on January 1, 2012.
 - (5) These options vest in four equal annual installments beginning on January 1, 2013.

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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