

Adelson Sheldon G
Form 4
February 10, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
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)
02/06/2009

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

LAS VEGAS, NV 89109

(City) (State) (Zip)

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 | 02/06/2009 | | A | 5,948 | A \$ 0 (1) 6,048 | D | |
| Common Stock | | | | | 146,278,117 | I | By spouse |
| 10% Series A Cumulative Perpetual Preferred Stock | | | | | 5,250,000 | I | By spouse |
| Common | | | | | 82,758,765 | I | By Sheldon |

Edgar Filing: Adelson Sheldon G - Form 4

| | | | | |
|-----------------|------------|---|--|--|
| Stock | | | | G. Adelson 2005 Family Trust u/d/t dated April 25, 2005 |
| Common Stock | 50,000,000 | I | | By Sheldon G. Adelson December 2008 Three Year LVS Annuity Trust |
| Common Stock | 2,246,305 | I | | By Sheldon G. Adelson 2007 Two Year LVS Annuity Trust |
| Common Stock | 2,718,637 | I | | By Sheldon G. Adelson 2007 Three Year LVS Annuity Trust |
| Common Stock | 3,868,023 | I | | By Sheldon G. Adelson July 2007 Two Year LVS Annuity Trust |
| Common Stock | 4,292,989 | I | | By Sheldon G. Adelson July 2007 Three Year LVS Annuity Trust |
| Common Stock | 1,937,023 | I | | By Sheldon G. Adelson April 2008 Two Year LVS Annuity Trust |
| | 1,937,023 | I | | |

Edgar Filing: Adelson Sheldon G - Form 4

| | | | | | | | |
|--------------|--|--|--|------------|---|--|---|
| Common Stock | | | | | | | By Sheldon G. Adelson April 2008 Three Year LVS Annuity Trust |
| Common Stock | | | | 8,500,000 | I | | By Sheldon G. Adelson July 2008 Two Year LVS Annuity Trust |
| Common Stock | | | | 8,500,000 | I | | By Sheldon G. Adelson July 2008 Three Year LVS Annuity Trust |
| Common Stock | | | | 17,500,000 | I | | By Sheldon G. Adelson November 2008 Two Year LVS Annuity Trust |

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.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| | \$ 4.14 | 02/06/2009 | | A | 654,121 | (2) | 02/05/2019 | | 654,121 |

| | | | | | | |
|-----------------------------|-------|--|------------|------------|-----------------|--------|
| Option (Right to Buy) | | | | | Common Stock | |
| Warrants | \$ 6 | | 02/03/2009 | 11/16/2013 | Common Stock | 87,500 |
| Option (Right to Buy) | \$ 29 | | <u>(4)</u> | 12/15/2014 | Common Stock | 91,8 |

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

02/09/2009

**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) Restricted stock granted under the Las Vegas Sands Corp. 2004 Equity Award Plan.
- (2) The option vests in four equal installments beginning on January 1, 2010.
- (3) Mr. Adelson's spouse holds 5,250,000 exercisable warrants to purchase an aggregate of 87,500,175 shares of Common Stock.
- (4) Options to purchase 91,832 shares of Common Stock vested in four equal installments beginning on January 1, 2006. The options are vested and exercisable.

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.