

Adelson Miriam  
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 Miriam

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  
\_\_\_\_ Officer (give title below)  
 10% Owner  
\_\_\_\_ Other (specify below)

(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

(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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
|   |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| 10% Series A Cumulative Perpetual Preferred Stock | 11/15/2011                           |  | D <sup>(1)</sup>               |   | 5,250,000   | D  | \$ 0                                       |
| Common Stock                                      | 02/21/2011                           |  | G <sup>(2)</sup>               | V   | 5,534,176   | A  | \$ 0                                       |
|   |                                      |  |                                |   | 12,747,451  | I  |  |

By the General Trust under the Sheldon G. Adelson

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|              |            |                  |   |            |   |      |            |   |  |
|--------------|------------|------------------|---|------------|---|------|------------|---|--|
| Common Stock | 02/21/2011 | G <sup>(3)</sup> | V | 5,534,175  | A | \$ 0 | 12,747,450 | I | 2007<br>Remainder<br>Trust u/d/t<br>dated<br>5/1/07.<br><br>By the<br>General<br>Trust under<br>the<br>Sheldon G.<br>Adelson<br>2007<br>Friends and<br>Family<br>Trust u/d/t<br>dated<br>5/1/07. |
| Common Stock | 03/31/2011 | G <sup>(4)</sup> | V | 3,363,636  | D | \$ 0 | 0          | D |  |
| Common Stock | 04/15/2011 | G <sup>(5)</sup> | V | 22,975,261 | A | \$ 0 | 22,975,261 | D |  |
| Common Stock | 04/15/2011 | G <sup>(6)</sup> | V | 10,501     | A | \$ 0 | 10,501     | I | By the<br>Sivan<br>Ochshorn<br>2010<br>Grantor<br>Trust u/d/t<br>dated<br>December<br>15, 2010.  |
| Common Stock | 04/15/2011 | G <sup>(7)</sup> | V | 3,206      | A | \$ 0 | 13,707     | I | By the<br>Sivan<br>Ochshorn<br>2010<br>Grantor<br>Trust u/d/t<br>dated<br>December<br>15, 2010.  |
| Common Stock | 06/20/2011 | G <sup>(8)</sup> | V | 18,139,344 | D | \$ 0 | 4,835,917  | D |  |
| Common Stock | 06/20/2011 | G <sup>(8)</sup> | V | 18,139,344 | A | \$ 0 | 18,139,344 | I | By the<br>Miriam<br>Adelson<br>June 2011<br>Two Year<br>LVS  |

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| Security     | Date       | Code              | Quantity    | Price  | Value      | Code | Quantity | Price | Value | Notes   |
|--------------|------------|-------------------|-------------|--------|------------|------|----------|-------|-------|---|
| Common Stock | 09/20/2011 | G                 | V 100       | A \$ 0 | 100        | I    |          |       |       | Annuity Trust.<br>By son.   |
| Common Stock | 10/07/2011 | G <sup>(9)</sup>  | V 4,000,000 | D \$ 0 | 835,917    | D    |          |       |       |   |
| Common Stock | 10/07/2011 | G <sup>(9)</sup>  | 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 <sup>(10)</sup> | 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 <sup>(11)</sup> | V 9,817,208 | A \$ 0 | 22,564,658 | I    |          |       |       | By the General Trust under the Sheldon G. Adelson 2007 Friends and Family Trust u/d/t dated 5/1/07. |

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)



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voting rights and disposition rights for these shares.

- (8) The shares were gifted by Dr. Adelson to Miriam Adelson June 2011 Two Year LVS Annuity Trust. Dr. Adelson retains sole dispositive control over the common stock owned by this trust.
- (9) The shares were gifted by Dr. 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.
- (10) The shares were distributed by the Sheldon G. Adelson October 2009 Two Year LVS Annuity Trust to the General Trust under the Sheldon G. Adelson 2007 Remainder Trust u/d/t dated 5/1/2007.
- (11) The shares were distributed by the Sheldon G. Adelson October 2009 Two Year LVS Annuity Trust to the General Trust under the Sheldon G. Adelson 2007 Friends and Family Trust u/d/t dated 5/1/07.

### **Remarks:**

This is part one of a two part filing. The purpose of this filing is to report the reporting person's change in ownership interest d

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