

WYNN RESORTS LTD

Form 4

November 19, 2010

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GOLDSMITH RUSSELL D**

(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)

11/17/2010

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)

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 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, par value \$0.01 per share	11/17/2010		M	1,000	A \$ 47.12	3,500	D
Common Stock, par value \$0.01 per share						20,700	I
						1,500	I

By Russell  
Goldsmith  
Trust

Common Stock, par value \$0.01 per share				By California Quintet, LLC <sup>(1)</sup>
Common Stock, par value \$0.01 per share	1,000	I		By Karen Mack Goldsmith IRA <sup>(1)</sup> <sup>(2)</sup>
Common Stock, par value \$0.01 per share	1,300	I		Via Trust <sup>(1)</sup> <sup>(3)</sup>

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)		8. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (right to buy)	\$ 47.12	11/17/2010		M	1,000	<u>(4)</u>	05/06/2019	Common Stock, par value \$0.01	1,000	

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

GOLDSMITH RUSSELL D  
C/O WYNN RESORTS, LIMITED  
3131 LAS VEGAS BOULEVARD SOUTH  
LAS VEGAS, NV 89109

## Signatures

/s/ Kevin Tourek, attorney-in-fact for Russell D.  
Goldsmith

11/19/2010

\_\_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 Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein, if any.
  - (2) Since the date of the Reporting Person's last report, 1,000 shares previously owned through the Nevada Productions, Inc. Pension Plan were rolled over into the Karen Mack Goldsmith IRA.
  - (3) Shares are held in a trust for which Mr. Goldsmith is trustee and certain members of Mr. Goldsmith's immediate family are beneficiaries.  
Options vest 10% per year on each anniversary of the date of grant (May 6, 2009) for the first four years, with the remaining 60% vesting
  - (4) on the five year anniversary of the date of grant; provided, that if the reporting person ceases to be a director of the Company any options that are unvested at such time will be forfeited.

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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