

Adelson Miriam
Form 4
November 17, 2011

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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Adelson Miriam

(Last) (First) (Middle)

3355 LAS VEGAS BOULEVARD
SOUTH

(Street)

LAS VEGAS, NV 89109

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

LAS VEGAS SANDS CORP [LVS]

3. Date of Earliest Transaction
(Month/Day/Year)

11/15/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 or Disposed of (D) 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)
10% Series A Cumulative Perpetual Preferred Stock	11/15/2011		D ⁽¹⁾	5,250,000	D <u>11</u> 0	D	
Common Stock	02/21/2011		G ⁽²⁾	V 5,534,176	A \$ 0 12,747,451	I	By the General Trust under the Sheldon G. Adelson

Edgar Filing: Adelson Miriam - Form 4

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

Edgar Filing: Adelson Miriam - Form 4

									Annuity Trust.
Common Stock	09/20/2011	G	V	100	A	\$ 0	100	I	By son.
Common Stock	10/07/2011	G ⁽⁹⁾	V	4,000,000	D	\$ 0	835,917	D	
Common Stock	10/07/2011	G ⁽⁹⁾	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 ⁽¹⁰⁾	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 ⁽¹¹⁾	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.

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)

Edgar Filing: Adelson Miriam - Form 4

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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Adelson Miriam
3355 LAS VEGAS BOULEVARD SOUTH
LAS VEGAS, NV 89109

X

Signatures

/s/ Miriam
Adelson 11/17/2011

__Signature of Date
Reporting Person

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) In accordance with the terms of its 10% Series A Cumulative Perpetual Preferred Stock (the "Preferred Stock"), Las Vegas Sands Corp. has redeemed all outstanding Preferred Stock at a price of \$110 per share plus accrued dividends.
- (2) The shares were distributed by the Shelson G. Adelson February 2009 Two Year LVS Annuity Trust 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 2007 Remainder Trust. Dr. Adelson retains the sole power to direct the vote of these shares.
- (3) The shares were distributed by the Shelson G. Adelson February 2009 Two Year LVS Annuity Trust to the General Trust under the Sheldon G. Adelson 2007 Friends and Family 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.
- (4) The shares were gifted by Dr. Miriam Adelson to her spouse, Sheldon G. Adelson.
- (5) The shares were gifted to Dr. Adelson from her spouse, Sheldon G. Adelson.
- (6) The shares were distributed from the name of Sivan Ochshorn (now known as Sivan Dumont) and Timothy D. Stein, as Trustees of the Sivan Ochshorn December 2010 Two Year LVS Annuity Trust u/d/t dated December 15, 2010, to the name of Sivan Dumont and Miriam Adelson, as Trustees of the Sivan Ochshorn 2010 Grantor Trust u/d/t dated December 15, 2010. Dr. Adelson retains sole voting rights and disposition rights for these shares.
- (7) The shares were distributed from the name of Sivan Ochshorn (now known as Sivan Dumont) and Timothy D. Stein, as Trustees of the Sivan Ochshorn December 2010 Five Year LVS Annuity Trust u/d/t dated December 15, 2010, to the name of Sivan Dumont and Miriam Adelson, as Trustees of the Sivan Ochshorn 2010 Grantor Trust u/d/t dated December 15, 2010. Dr. Adelson retains sole

Edgar Filing: Adelson Miriam - Form 4

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

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.