

Adelson Sheldon G
Form 4
November 18, 2008

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Adelson Sheldon G

(Last) (First) (Middle)

C/O LAS VEGAS SANDS
CORP., 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)

11/14/2008

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)
Chairman/Board,CEO&Treasurer

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)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/14/2008		A		86,363,636	A	<u>(1)</u> <u>(2)</u>	146,278,117	I	By spouse. See footnotes <u>(1)</u> <u>(2)</u>
10% Series A Cumulative Perpetual Preferred Stpcl	11/14/2008		A		5,250,000	A	<u>(1)</u> <u>(2)</u>	5,250,000	I	By spouse. See footnotes <u>(1)</u> <u>(2)</u>

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Common Stock	100	D	
Common Stock	150,258,765	I	By Sheldon G. Adelson 2005 Family 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
Common Stock	1,937,023	I	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

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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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 Repor 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 Sheldon G C/O LAS VEGAS SANDS CORP. 3355 LAS VEGAS BOULEVARD SOUTH LAS VEGAS, NV 89109	X	X	Chairman/Board,CEO&Treasurer	

Signatures

/s/ Sheldon G.
Adelson 11/17/2008

**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).

On November 14, 2008, pursuant to the Note Conversion and Securities Purchase Agreement, dated November 10, 2008, between Las Vegas Sands Corp. (the "Company") and Dr. Miriam Adelson, the wife of Sheldon Adelson, the Chairman and Chief Executive Officer (1) and principal stockholder of the Company, as amended (as amended, the "Agreement"), the Company issued and sold to Dr. Miriam Adelson 5,250,000 shares of 10% Series A Cumulative Perpetual Preferred Stock (the "Series A Preferred Stock") and warrants to purchase an aggregate of approximately 87,500,175 shares of the Common Stock, at an exercise price of \$6.00 per share.

The total aggregate price paid by Dr. Miriam Adelson for the Series A Preferred Stock and warrants was \$525,000,000. In addition, on (2) November 14, 2008, pursuant to the Agreement, Dr. Adelson converted \$475 million aggregate principal amount of the Company's 6.5% convertible senior notes due 2013 into 86,363,636 shares of the Company's common stock, par value \$0.001 (the "Common Stock"), at a conversion price equal to \$5.50 per share.

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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