

Adelson Sheldon G  
 Form 4  
 February 25, 2010

**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 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)  
 02/23/2010

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				(A) or (D)	6,048	D	
Common Stock				(A) or (D)	146,278,117	I	By spouse
Common Stock				(A) or (D)	22,758,765	I	By Sheldon G. Adelson 2005 Family Trust u/d/t dated April 25, 2005
Common				(A) or (D)	48,764,841	I	By Sheldon

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Stock				G. Adelson December 2008 Three Year LVS Annuity Trust
Common Stock	11,977,704	I		By Sheldon G. Adelson February 2009 Two Year LVS Annuity Trust
Common Stock	23,955,408	I		By Sheldon G. Adelson February 2009 Three Year LVS Annuity Trust
Common Stock	30,000,000	I		By Sheldon G. Adelson October 2009 Two Year LVS Annuity Trust
Common Stock	30,000,000	I		By Sheldon G. Adelson October 2009 Three Year LVS Annuity Trust
Common Stock	16,802,047	I		By Sheldon G. Adelson November 2008 Two Year LVS Annuity Trust
Common Stock	12,566,710	I		By Adfam Investment Company LLC

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 or Number of Shares
Option (Right to Buy)	\$ 16.09	02/23/2010		A	151,076	<u>(1)</u> 02/22/2020	Common Stock 151,076

## 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 02/24/2010

\*\*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 option vests in four equal annual installments beginning on January 1, 2011.

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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