

LAS VEGAS SANDS CORP

Form 5

February 14, 2014

FORM 5**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).

Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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: 3235-0362

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2005

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

(Last) (First) (Middle)

3355 LAS VEGAS BOULEVARD
SOUTH

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
LAS VEGAS SANDS CORP [LVS]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2013

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 Reporting

(check applicable line)

LAS VEGAS, NV 89109

(City) (State) (Zip)

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	03/20/2013	Â	G ⁽¹⁾	1,000,000	D	\$ 0	8,692,516	I	By spouse's indirect ownership.
Common Stock	03/31/2013	Â	G ⁽¹⁾	1,488,100	D	\$ 0	1,488,100	I	By a trust for the benefit of one or more members of the

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									Adelson family.
Common Stock	03/31/2013	Â	<u>G⁽¹⁾</u>	1,488,100	A	\$ 0	87,718,919	I	By spouse's indirect ownership.
Common Stock	03/31/2013	Â	<u>G⁽¹⁾</u>	1,488,100	D	\$ 0	0	I	By a trust for the benefit of one or more members of the Adelson family.
Common Stock	03/31/2013	Â	<u>G⁽¹⁾</u>	1,488,100	A	\$ 0	87,718,918	I	By spouse's indirect ownership.
Common Stock	04/15/2013	Â	<u>G⁽¹⁾</u>	43,469	A	\$ 0	43,469	I	By spouse's indirect ownership.
Common Stock	04/15/2013	Â	<u>G⁽¹⁾</u>	383,372	A	\$ 0	426,841	I	By spouse's indirect ownership.
Common Stock	04/15/2013	Â	<u>G⁽¹⁾</u>	35,806	A	\$ 0	462,647	I	By spouse's indirect ownership.
Common Stock	05/23/2013	Â	<u>G⁽¹⁾</u>	1,500,000	D	\$ 0	7,192,516	I	By spouse's indirect ownership.
Common Stock	06/19/2013	Â	<u>G⁽¹⁾</u>	3,300,093	D	\$ 0	3,300,093	I	By spouse's indirect ownership.
Common Stock	06/19/2013	Â	<u>G⁽¹⁾</u>	3,300,093	D	\$ 0	0	I	By spouse's indirect ownership.
Common Stock	06/26/2013	Â	<u>G⁽¹⁾</u>	800,000	D	\$ 0	6,392,516	I	By spouse's indirect ownership.
Common Stock	09/27/2013	Â	<u>G⁽¹⁾</u>	400,000	D	\$ 0	5,992,516	I	By spouse's indirect ownership.
Common Stock	10/06/2013	Â	<u>G⁽¹⁾</u>	717,721	D	\$ 0	717,721	I	By spouse's indirect ownership.

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Common Stock	10/06/2013	Â	G ⁽¹⁾	717,721	D	\$ 0	0	I	By spouse's indirect ownership.
Common Stock	10/22/2013	Â	G ⁽¹⁾	1,250,000	D	\$ 0	4,742,516	I	By spouse's indirect ownership.
Common Stock	10/26/2013	Â	G ⁽¹⁾	879,869	A	\$ 0	1,341,695	I	By spouse's indirect ownership.
Common Stock	12/10/2013	Â	G ⁽¹⁾	450,000	D	\$ 0	4,292,516	I	By spouse's indirect ownership.
Common Stock	12/18/2013	Â	G ⁽¹⁾	3,550,234	D	\$ 0	0	I	By spouse's indirect ownership.
Common Stock	12/27/2013	Â	G ⁽¹⁾	118,392	A	\$ 0	581,039	I	By spouse's indirect ownership.
Common Stock	Â	Â	Â	Â	Â	Â	65,892,774	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	12,566,710	I	By an Adelson family investment vehicle.
Common Stock	Â	Â	Â	Â	Â	Â	146,249,555	I	By spouse's direct and indirect ownership not reported above.

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)

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	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. of D Se Bo O Er Is
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of (D)
(Instr. 3,
4, and 5)

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

02/13/2014

**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 shares were transferred for no consideration by a trust for the benefit of one or more members of the Adelson family to another trust for the benefit of one or more members of the Adelson family.

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