

Adelson Sheldon G
Form 5
February 11, 2011

FORM 5

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).
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

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

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2010

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)
Chairman/Board,CEO&Treasurer

6. Individual or Joint/Group Reporting

(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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) Amount or (D) Price | | | |
| Common Stock | 04/12/2010 | Â | G ⁽¹⁾ | 1,555,576 D \$ 0 | 15,246,471 | I | By Sheldon G. Adelson November 2008 Two Year LVS Annuity Trust. |
| Common Stock | 04/12/2010 | Â | G ⁽¹⁾ | 3,842,429 D \$ 0 | 44,922,412 | I | By Sheldon G. |

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| | | | | | | | | | |
|-----------------|------------|---|-------------------------|------------|---|------|------------|---|--|
| | | | | | | | | | Adelson December 2008 Three Year LVS Annuity Trust. |
| Common Stock | 04/12/2010 | Â | <u>G</u> ⁽¹⁾ | 506,283 | D | \$ 0 | 11,471,421 | I | By Sheldon G. Adelson February 2009 Two Year LVS Annuity Trust. |
| Common Stock | 04/12/2010 | Â | <u>G</u> ⁽¹⁾ | 618,963 | D | \$ 0 | 23,336,445 | I | By Sheldon G. Adelson February 2009 Three Year LVS Annuity Trust. |
| Common Stock | 04/12/2010 | Â | <u>G</u> ⁽¹⁾ | 1,453,015 | D | \$ 0 | 28,546,985 | I | By Sheldon G. Adelson October 2009 Two Year LVS Annuity Trust. |
| Common Stock | 04/12/2010 | Â | <u>G</u> ⁽¹⁾ | 894,061 | D | \$ 0 | 29,105,939 | I | By Sheldon G. Adelson October 2009 Three Year LVS Annuity Trust. |
| Common Stock | 04/12/2010 | Â | G | 8,870,327 | A | \$ 0 | 8,876,375 | D | Â |
| Common Stock | 06/29/2010 | Â | G | 17,135,640 | D | \$ 0 | 5,623,125 | I | By Sheldon G. Adelson 2005 Family Trust u/d/t dated April |

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| | | | | | | | | | |
|--------------|------------|---|------------------------|------------|---|------|-------------|---|---|
| | | | | | | | | | 25, 2005 |
| Common Stock | 06/29/2010 | Â | G | 17,135,640 | A | \$ 0 | 26,012,015 | D | Â |
| Common Stock | 06/29/2010 | Â | G | 33,000,000 | D | \$ 0 | 113,278,117 | I | By spouse. |
| Common Stock | 06/29/2010 | Â | G | 33,000,000 | A | \$ 0 | 59,012,015 | D | Â |
| Common Stock | 06/29/2010 | Â | <u>G⁽²⁾</u> | 27,005,967 | D | \$ 0 | 32,006,048 | D | Â |
| Common Stock | 06/29/2010 | Â | G | 27,005,967 | A | \$ 0 | 27,005,967 | I | By Sheldon G. Adelson Two Year LVS Annuity Trust u/d/t dated June 29, 2010. |
| Common Stock | 06/30/2010 | Â | <u>G⁽³⁾</u> | 32,000,000 | D | \$ 0 | 6,048 | D | Â |
| Common Stock | 06/29/2010 | Â | G | 32,000,000 | A | \$ 0 | 32,000,000 | I | By Sheldon G. Adelson Two Year LVS Annuity Trust u/d/t dated June 30, 2010. |
| Common Stock | 09/28/2010 | Â | G | 25,000,000 | D | \$ 0 | 88,278,117 | I | By spouse. |
| Common Stock | 09/28/2010 | Â | G | 25,000,000 | A | \$ 0 | 25,006,048 | D | Â |
| Common Stock | 09/28/2010 | Â | <u>G⁽⁴⁾</u> | 25,000,000 | D | \$ 0 | 6,048 | D | Â |
| Common Stock | 09/28/2010 | Â | <u>G⁽⁴⁾</u> | 25,000,000 | A | \$ 0 | 25,000,000 | I | By Sheldon G. Adelson September 2010 Two Year LVS Annuity Trust u/d/t dated September |

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| | | | | | | | | | |
|--------------|------------|---|------------------------|------------|---|------|------------|---|--|
| | | | | | | | | | 28, 2010. |
| Common Stock | 09/29/2010 | Â | G | 25,000,000 | D | \$ 0 | 63,278,117 | I | By spouse. |
| Common Stock | 09/29/2010 | Â | G | 25,000,000 | A | \$ 0 | 25,006,048 | D | Â |
| Common Stock | 09/29/2010 | Â | <u>G⁽⁵⁾</u> | 25,000,000 | D | \$ 0 | 6,048 | D | Â |
| Common Stock | 09/29/2010 | Â | G | 25,000,000 | A | \$ 0 | 25,000,000 | I | By Sheldon G. Adelson Two Year LVS Annuity Trust u/d/t dated September 29, 2010. |
| Common Stock | 10/27/2010 | Â | <u>G⁽⁶⁾</u> | 5,000,000 | D | \$ 0 | 58,278,117 | I | By spouse. |
| Common Stock | 11/30/2010 | Â | <u>G⁽¹⁾</u> | 819,921 | D | \$ 0 | 14,426,550 | I | By Sheldon G. Adelson November 2008 Two Year LVS Annuity Trust. |
| Common Stock | 11/30/2010 | Â | G | 819,921 | A | \$ 0 | 825,969 | D | Â |
| Common Stock | 11/30/2010 | Â | <u>G⁽⁷⁾</u> | 7,213,275 | D | \$ 0 | 7,213,275 | I | By Sheldon G. Adelson November 2008 Two Year LVS Annuity Trust. |
| Common Stock | 11/30/2010 | Â | <u>G⁽⁷⁾</u> | 7,213,275 | A | \$ 0 | 65,491,392 | I | By spouse. <u>(7)</u> |
| Common Stock | 11/30/2010 | Â | <u>G⁽⁸⁾</u> | 7,213,275 | D | \$ 0 | 0 | I | By Sheldon G. Adelson November 2008 Two Year LVS Annuity |

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Common Stock 11/30/2010 Â G⁽⁸⁾ 7,213,275 A \$ 0 72,704,667 I Trust. By spouse. ⁽⁸⁾

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) | 8. Price of Derivative Security (Instr. 5) | 9. of D S B O E I S F I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------------------------|
| | | | | | (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 3355 LAS VEGAS BOULEVARD SOUTH LAS VEGAS, NV 89109 | Â X | Â X | Â Chairman/Board, CEO & Treasurer | Â |

Signatures

/s/ Sheldon G. Adelson 02/11/2011

**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 distributed to Sheldon G. Adelson.
- (2) The shares were gifted by Mr. Adelson to the Sheldon G. Adelson Two Year LVS Annuity Trust u/d/t dated June 29, 2010, a GRAT of which he is the beneficiary and serves as one of the trustees. Mr. Adelson retains sole dispositive control over the shares held by this trust.
- (3) The shares were gifted by Mr. Adelson to the Sheldon G. Adelson Two Year LVS Annuity Trust u/d/t dated June 30, 2010, a GRAT of which he is the beneficiary and serves as one of the trustees. Mr. Adelson retains sole dispositive control over the shares held by this trust.

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(4) The shares were gifted by Mr. Adelson to the Sheldon G. Adelson September 2010 Two Year LVS Annuity Trust u/d/t dated September 28, 2010, a GRAT of which he is the beneficiary and serves as one of the trustees. Mr. Adelson retains sole dispositive control over the shares held by this trust.

(5) The shares were gifted by Mr. Adelson to the Sheldon G. Adelson Two Year LVS Annuity Trust u/d/t dated September 29, 2010, a GRAT of which he is the beneficiary and serves as one of the trustees. Mr. Adelson retains sole dispositive control over the shares held by this trust.

(6) These shares are now held by various trusts, of which Timothy D. Stein is one of the trustees. Mr. Stein retains the sole power to direct the vote of these shares.

(7) The shares were distributed to the General Trust under the Sheldon G. Adelson 2007 Remainder Trust u/d/t dated May 1, 2007. Dr. Miriam Adelson, Mr. Adelson's spouse, 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.

(8) The shares were distributed to the General Trust under the Sheldon G. Adelson 2007 Friends and Family Trust u/d/t dated May 1, 2007. Dr. Miriam 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.