

Adelson Miriam
Form 4
November 17, 2011

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

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| 10% Series A Cumulative Perpetual Preferred Stock | 11/15/2011 | | D ⁽¹⁾ | | 5,250,000 | D | 0 |
| Common Stock | 02/21/2011 | | G ⁽²⁾ | V | 5,534,176 | A | \$ 0 12,747,451 |

By the General Trust under the Sheldon G. Adelson

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| | | | | | | | | | |
|--------------|------------|------------------|---|------------|---|------|------------|---|--|
| Common Stock | 02/21/2011 | G ⁽³⁾ | V | 5,534,175 | A | \$ 0 | 12,747,450 | I | 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 5/1/07. |
| 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 |

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| Security | Date | Code | Quantity | Price | Value | Code | Quantity | Price | Value | Notes |
|--------------|------------|-------------------|-------------|--------|------------|------|----------|-------|-------|---|
| Common Stock | 09/20/2011 | G | V 100 | A \$ 0 | 100 | I | | | | Annuity Trust. 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.

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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. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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 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) 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

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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.

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