

LAS VEGAS SANDS CORP
 Form 5
 February 14, 2017

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 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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2016

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|
| Common Stock | 01/29/2016 | Â | G ⁽¹⁾ | 388,100 | A \$ 0 3,548,425 | I | By a trust for the benefit of one or more members of the Adelson family. |
| | 01/29/2016 | Â | G ⁽¹⁾ | 139,939 | A \$ 0 570,820 | I | |

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| | | | | | | | | | |
|--------------|------------|---|------------------------|-----------|---|------|-----------|---|--|
| Common Stock | | | | | | | | | By a trust for the benefit of one or more members of the Adelson family. |
| Common Stock | 01/29/2016 | Â | <u>G⁽¹⁾</u> | 121,700 | A | \$ 0 | 3,670,125 | I | By a trust for the benefit of one or more members of the Adelson family. |
| Common Stock | 01/29/2016 | Â | <u>G⁽¹⁾</u> | 168,000 | A | \$ 0 | 3,838,125 | I | By a trust for the benefit of one or more members of the Adelson family. |
| Common Stock | 01/29/2016 | Â | <u>G⁽¹⁾</u> | 1,500,000 | D | \$ 0 | 2,338,125 | I | By a trust for the benefit of one or more members of the Adelson family. |
| Common Stock | 04/27/2016 | Â | <u>G⁽¹⁾</u> | 1,500,000 | D | \$ 0 | 838,125 | I | By a trust for the benefit of one or more members of the Adelson family. |
| Common Stock | 04/27/2016 | Â | <u>G⁽¹⁾</u> | 286,964 | A | \$ 0 | 1,125,089 | I | By a trust for the benefit of |

| | | | | | | | | | |
|--------------|------------|---|------------------------|-----------|---|------|-----------|---|--|
| Common Stock | 04/27/2016 | Â | <u>G⁽¹⁾</u> | 481,000 | A | \$ 0 | 1,606,089 | I | one or more members of the Adelson family. By a trust for the benefit of one or more members of the Adelson family. |
| Common Stock | 04/27/2016 | Â | <u>G⁽¹⁾</u> | 510,200 | A | \$ 0 | 2,116,289 | I | By a trust for the benefit of one or more members of the Adelson family. |
| Common Stock | 07/27/2016 | Â | <u>G⁽¹⁾</u> | 1,500,000 | D | \$ 0 | 616,289 | I | By a trust for the benefit of one or more members of the Adelson family. |
| Common Stock | 07/27/2016 | Â | <u>G⁽¹⁾</u> | 464,100 | A | \$ 0 | 1,080,389 | I | By a trust for the benefit of one or more members of the Adelson family. |
| Common Stock | 11/07/2016 | Â | <u>G⁽¹⁾</u> | 404,700 | A | \$ 0 | 1,485,089 | I | By a trust for the benefit of one or more members |

| | | | | | | | | | |
|--------------|------------|---|------------------|-----------|---|------|-------------|---|--|
| Common Stock | 11/07/2016 | Â | G ⁽¹⁾ | 500,700 | A | \$ 0 | 1,985,789 | I | of the Adelson family. By a trust for the benefit of one or more members of the Adelson family. |
| Common Stock | 11/07/2016 | Â | G ⁽¹⁾ | 1,500,000 | D | \$ 0 | 485,789 | I | By a trust for the benefit of one or more members of the Adelson family. |
| Common Stock | Â | Â | Â | Â | Â | Â | 93,779,145 | 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 | 219,244,113 | I | By other trusts for the benefit of one or more members of the Adelson family not reported above. |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Price of Underlying Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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
02/14/2017
**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 among one or more members of or trusts for the benefit of the Adelson family.

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.