

Adelson Miriam  
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 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)  
12/31/2010

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)

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	06/29/2010	Â	G <sup>(1)</sup>	33,000,000 D \$ 0	53,363,636	D	Â
Common Stock	09/28/2010	Â	G <sup>(1)</sup>	25,000,000 D \$ 0	28,363,636	D	Â
Common Stock	09/29/2010	Â	G <sup>(1)</sup>	25,000,000 D \$ 0	3,363,636	D	Â
Common Stock	10/27/2010	Â	G <sup>(2)</sup>	5,000,000 D \$ 0	8,692,516	I	By ESBT Y Trust.

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Common Stock	11/30/2010	Â	G	7,213,275	A	\$ 0	7,213,275	I	By General Trust under the Sheldon G. Adelson 2007 Remainder Trust u/d/t dated May 1, 2007. <sup>(3)</sup>
Common Stock	11/30/2010	Â	G	7,213,275	A	\$ 0	7,213,275	I	By General Trust under the Sheldon G. Adelson 2007 Friends and Family Trust u/d/t dated May 1, 2007. <sup>(3)</sup>
Common Stock	12/15/2010	Â	G <sup>(4)</sup>	1,000,000	D	\$ 0	12,692,516	I	By ESBT S Trust.
Common Stock	12/30/2010	Â	G <sup>(5)</sup>	1,350,000	D	\$ 0	7,342,516	I	By ESBT Y Trust.
Common Stock	Â	Â	Â	Â	Â	Â	13,692,517	I	By QSST A Trust.
Common Stock	Â	Â	Â	Â	Â	Â	13,692,517	I	By QSST M Trust.
Common Stock	Â	Â	Â	Â	Â	Â	5,144,415	I	By Sheldon G. Adelson 2004 Remainder Trust.
Common Stock	Â	Â	Â	Â	Â	Â	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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. of D S
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Derivative Security	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			(Instr. 3 and 4)			
		(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 Miriam 3355 LAS VEGAS BOULEVARD SOUTH LAS VEGAS, NV 89109	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signatures

/s/ Miriam 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) These shares were gifted by Dr. Miriam Adelson to her spouse, Sheldon G. Adelson.
- (2) 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.
- (3) 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.
- (4) 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.
- (5) Mr. Stein retains the sole power to direct the vote of these shares, and shares the power to direct the disposition of the 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.