

LAS VEGAS SANDS CORP
 Form 4
 February 19, 2015

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 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. Date of Earliest Transaction (Month/Day/Year)

02/17/2015

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 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/17/2015 | | M | | 12,639 | A | \$ 43.28 <u>(1)</u> |
| Common Stock | 02/17/2015 | | M | | 12,855 | A | \$ 49.8 <u>(1)</u> |
| Common Stock | 02/17/2015 | | M | | 14,389 | A | \$ 51.08 |
| Common Stock | | | | | 12,566,710 | I | By an Adelson family investment |

| | | |
|-----------------|---------------|--|
| Common Stock | 315,873,339 I | vehicle 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 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. Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|--|--|---|--|-------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (Right to Buy) | \$ 43.28 <u>(1)</u> | 02/17/2015 | | M | 12,639 | <u>(2)</u> | 02/03/2021 | Common Stock | 12,639 |
| Option (Right to Buy) | \$ 49.8 <u>(1)</u> | 02/17/2015 | | M | 12,855 | <u>(3)</u> | 02/08/2022 | Common Stock | 12,855 |
| Option (Right to Buy) | \$ 51.08 | 02/17/2015 | | M | 14,389 | <u>(4)</u> | 01/28/2023 | Common Stock | 14,389 |

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

02/19/2015

**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).

- In accordance with the provisions of the Issuer's 2004 Equity Award Plan, the Compensation Committee approved an equitable adjustment to reduce the exercise price of the options to reflect the \$2.75 per share special dividend declared on November 26, 2012 paid on outstanding shares of the Issuer's common stock. The equitable adjustment was effective as of December 10, 2012.
- (1) adjustment to reduce the exercise price of the options to reflect the \$2.75 per share special dividend declared on November 26, 2012 paid on outstanding shares of the Issuer's common stock. The equitable adjustment was effective as of December 10, 2012.
 - (2) These options vest in four equal annual installments beginning on January 1, 2012.
 - (3) These options vest in four equal annual installments beginning on January 1, 2013.
 - (4) These options vest in four equal annual installments beginning on January 1, 2014.

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