

Adelson Sheldon G
Form 4
November 18, 2008

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

2. Issuer Name and Ticker or Trading Symbol
LAS VEGAS SANDS CORP [LVS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O LAS VEGAS SANDS CORP., 3355 LAS VEGAS BOULEVARD SOUTH

3. Date of Earliest Transaction (Month/Day/Year)
11/14/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman/Board,CEO&Treasurer

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

LAS VEGAS, NV 89109

(City) (State) (Zip)

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		
Common Stock	11/14/2008		A		86,363,636	A	<u>(1)</u> <u>(2)</u> 146,278,117	I	By spouse. See footnotes <u>(1)</u> <u>(2)</u>
10% Series A Cumulative Perpetual Preferred Stpcl	11/14/2008		A		5,250,000	A	<u>(1)</u> <u>(2)</u> 5,250,000	I	By spouse. See footnotes <u>(1)</u> <u>(2)</u>

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Common Stock	100	D	
Common Stock	150,258,765	I	By Sheldon G. Adelson 2005 Family Trust
Common Stock	2,246,305	I	By Sheldon G. Adelson 2007 Two Year LVS Annuity Trust
Common Stock	2,718,637	I	By Sheldon G. Adelson 2007 Three Year LVS Annuity Trust
Common Stock	3,868,023	I	By Sheldon G. Adelson July 2007 Two Year LVS Annuity Trust
Common Stock	4,292,989	I	By Sheldon G. Adelson July 2007 Three Year LVS Annuity Trust

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Common Stock	1,937,023	I	By Sheldon G. Adelson April 2008 Two Year LVS Annuity Trust
Common Stock	1,937,023	I	By Sheldon G. Adelson April 2008 Three Year LVS Annuity Trust
Common Stock	8,500,000	I	By Sheldon G. Adelson July 2008 Two Year LVS Annuity Trust
Common Stock	8,500,000	I	By Sheldon G. Adelson July 2008 Three Year LVS Annuity Trust

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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(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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V (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 C/O LAS VEGAS SANDS CORP. 3355 LAS VEGAS BOULEVARD SOUTH LAS VEGAS, NV 89109	X	X	Chairman/Board,CEO&Treasurer	

Signatures

/s/ Sheldon G.
Adelson

11/17/2008

**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).

- On November 14, 2008, pursuant to the Note Conversion and Securities Purchase Agreement, dated November 10, 2008, between Las Vegas Sands Corp. (the "Company") and Dr. Miriam Adelson, the wife of Sheldon Adelson, the Chairman and Chief Executive Officer
- (1) and principal stockholder of the Company, as amended (as amended, the "Agreement"), the Company issued and sold to Dr. Miriam Adelson 5,250,000 shares of 10% Series A Cumulative Perpetual Preferred Stock (the "Series A Preferred Stock") and warrants to purchase an aggregate of approximately 87,500,175 shares of the Common Stock, at an exercise price of \$6.00 per share.
- The total aggregate price paid by Dr. Miriam Adelson for the Series A Preferred Stock and warrants was \$525,000,000. In addition, on
- (2) November 14, 2008, pursuant to the Agreement, Dr. Adelson converted \$475 million aggregate principal amount of the Company's 6.5% convertible senior notes due 2013 into 86,363,636 shares of the Company's common stock, par value \$0.001 (the "Common Stock"), at a conversion price equal to \$5.50 per share.

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.