

Adelson Sheldon G
Form 5
February 11, 2011

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 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. 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)
Chairman/Board,CEO&Treasurer

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	04/12/2010	Â	G ⁽¹⁾	1,555,576 D \$ 0	15,246,471	I	By Sheldon G. Adelson November 2008 Two Year LVS Annuity Trust.
Common Stock	04/12/2010	Â	G ⁽¹⁾	3,842,429 D \$ 0	44,922,412	I	By Sheldon G.

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									Adelson December 2008 Three Year LVS Annuity Trust.
Common Stock	04/12/2010	Â	<u>G</u> ⁽¹⁾	506,283	D	\$ 0	11,471,421	I	By Sheldon G. Adelson February 2009 Two Year LVS Annuity Trust.
Common Stock	04/12/2010	Â	<u>G</u> ⁽¹⁾	618,963	D	\$ 0	23,336,445	I	By Sheldon G. Adelson February 2009 Three Year LVS Annuity Trust.
Common Stock	04/12/2010	Â	<u>G</u> ⁽¹⁾	1,453,015	D	\$ 0	28,546,985	I	By Sheldon G. Adelson October 2009 Two Year LVS Annuity Trust.
Common Stock	04/12/2010	Â	<u>G</u> ⁽¹⁾	894,061	D	\$ 0	29,105,939	I	By Sheldon G. Adelson October 2009 Three Year LVS Annuity Trust.
Common Stock	04/12/2010	Â	G	8,870,327	A	\$ 0	8,876,375	D	Â
Common Stock	06/29/2010	Â	G	17,135,640	D	\$ 0	5,623,125	I	By Sheldon G. Adelson 2005 Family Trust u/d/t dated April

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									25, 2005
Common Stock	06/29/2010	Â	G	17,135,640	A	\$ 0	26,012,015	D	Â
Common Stock	06/29/2010	Â	G	33,000,000	D	\$ 0	113,278,117	I	By spouse.
Common Stock	06/29/2010	Â	G	33,000,000	A	\$ 0	59,012,015	D	Â
Common Stock	06/29/2010	Â	<u>G⁽²⁾</u>	27,005,967	D	\$ 0	32,006,048	D	Â
Common Stock	06/29/2010	Â	G	27,005,967	A	\$ 0	27,005,967	I	By Sheldon G. Adelson Two Year LVS Annuity Trust u/d/t dated June 29, 2010.
Common Stock	06/30/2010	Â	<u>G⁽³⁾</u>	32,000,000	D	\$ 0	6,048	D	Â
Common Stock	06/29/2010	Â	G	32,000,000	A	\$ 0	32,000,000	I	By Sheldon G. Adelson Two Year LVS Annuity Trust u/d/t dated June 30, 2010.
Common Stock	09/28/2010	Â	G	25,000,000	D	\$ 0	88,278,117	I	By spouse.
Common Stock	09/28/2010	Â	G	25,000,000	A	\$ 0	25,006,048	D	Â
Common Stock	09/28/2010	Â	<u>G⁽⁴⁾</u>	25,000,000	D	\$ 0	6,048	D	Â
Common Stock	09/28/2010	Â	<u>G⁽⁴⁾</u>	25,000,000	A	\$ 0	25,000,000	I	By Sheldon G. Adelson September 2010 Two Year LVS Annuity Trust u/d/t dated September

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									28, 2010.
Common Stock	09/29/2010	Â	G	25,000,000	D	\$ 0	63,278,117	I	By spouse.
Common Stock	09/29/2010	Â	G	25,000,000	A	\$ 0	25,006,048	D	Â
Common Stock	09/29/2010	Â	<u>G⁽⁵⁾</u>	25,000,000	D	\$ 0	6,048	D	Â
Common Stock	09/29/2010	Â	G	25,000,000	A	\$ 0	25,000,000	I	By Sheldon G. Adelson Two Year LVS Annuity Trust u/d/t dated September 29, 2010.
Common Stock	10/27/2010	Â	<u>G⁽⁶⁾</u>	5,000,000	D	\$ 0	58,278,117	I	By spouse.
Common Stock	11/30/2010	Â	<u>G⁽¹⁾</u>	819,921	D	\$ 0	14,426,550	I	By Sheldon G. Adelson November 2008 Two Year LVS Annuity Trust.
Common Stock	11/30/2010	Â	G	819,921	A	\$ 0	825,969	D	Â
Common Stock	11/30/2010	Â	<u>G⁽⁷⁾</u>	7,213,275	D	\$ 0	7,213,275	I	By Sheldon G. Adelson November 2008 Two Year LVS Annuity Trust.
Common Stock	11/30/2010	Â	<u>G⁽⁷⁾</u>	7,213,275	A	\$ 0	65,491,392	I	By spouse. <u>(7)</u>
Common Stock	11/30/2010	Â	<u>G⁽⁸⁾</u>	7,213,275	D	\$ 0	0	I	By Sheldon G. Adelson November 2008 Two Year LVS Annuity

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(4) The shares were gifted by Mr. Adelson to the Sheldon G. Adelson September 2010 Two Year LVS Annuity Trust u/d/t dated September 28, 2010, a GRAT of which he is the beneficiary and serves as one of the trustees. Mr. Adelson retains sole dispositive control over the shares held by this trust.

(5) The shares were gifted by Mr. Adelson to the Sheldon G. Adelson Two Year LVS Annuity Trust u/d/t dated September 29, 2010, a GRAT of which he is the beneficiary and serves as one of the trustees. Mr. Adelson retains sole dispositive control over the shares held by this trust.

(6) 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.

(7) The shares were distributed to the General Trust under the Sheldon G. Adelson 2007 Remainder Trust u/d/t dated May 1, 2007. Dr. Miriam Adelson, Mr. Adelson's spouse, 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.

(8) The shares were distributed to the General Trust under the Sheldon G. Adelson 2007 Friends and Family Trust u/d/t dated May 1, 2007. 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.

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