

Kay Kenneth J
 Form 4
 February 08, 2012

FORM 4

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

OMB APPROVAL

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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 *
 Kay Kenneth J

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)
 3355 LAS VEGAS BOULEVARD SOUTH
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/06/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & Chief Financial Officer

LAS VEGAS, NV 89109

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

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/06/2012		M		24,804 A \$ 5.93	25,015	D
Common Stock	02/06/2012		S		24,804 (1) D \$ 51.5058 (2)	211	D
Common Stock	02/07/2012		M		25,196 A \$ 5.93	25,407	D
Common Stock	02/07/2012		S		25,196 (1) D \$ 51.504 (2)	211	D
Common Stock	02/07/2012		M		25,000 A \$ 7.73	25,211	D

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Common Stock	02/07/2012	S	25,000 <u>(1)</u>	D	\$ 51.504 <u>(2)</u>	211	D
Common Stock	02/07/2012	M	75,000	A	\$ 16.09	75,211	D
Common Stock	02/07/2012	S	75,000 <u>(1)</u>	D	\$ 51.504 <u>(2)</u>	211	D
Common Stock	02/07/2012	M	22,000	A	\$ 25.72	22,211	D
Common Stock	02/07/2012	S	22,000 <u>(1)</u>	D	\$ 51.504 <u>(2)</u>	211	D

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 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
Option (Right to Buy)	\$ 5.93	02/06/2012		M	24,804	<u>(3)</u> 12/31/2018	Common Stock	24,804
Option (Right to Buy)	\$ 5.93	02/07/2012		M	25,196	<u>(3)</u> 12/31/2018	Common Stock	25,196
Option (Right to Buy)	\$ 7.73	02/07/2012		M	25,000	<u>(4)</u> 06/17/2019	Common Stock	25,000
Option (Right to Buy)	\$ 16.09	02/07/2012		M	75,000	<u>(5)</u> 02/22/2020	Common Stock	75,000
Option (Right to Buy)	\$ 25.72	02/07/2012		M	22,000	<u>(6)</u> 06/10/2020	Common Stock	22,000

