

QUARTIERI MICHAEL
Form 4
February 08, 2012

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 *
QUARTIERI MICHAEL

(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)

02/06/2012

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)

Chief Accounting Officer

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	02/06/2012		M		12,000 A \$ 7.73	D	
Common Stock	02/06/2012		S		12,000 (1) D \$ 51.8104 (2) 0	D	
Common Stock	02/06/2012		M		2,750 A \$ 14.31	D	
Common Stock	02/06/2012		S		2,750 (1) D \$ 51.8104 (2) 0	D	
	02/06/2012		M		10,250 A \$ 15.78	D	

Common
Stock

Common Stock	02/06/2012	S	10,250 <u>(1)</u>	D	\$ 51.8104	0	D
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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
Option (Right to Buy)	\$ 7.73	02/06/2012		M	12,000	<u>(3)</u> 06/17/2019	Common Stock	12,000
Option (Right to Buy)	\$ 14.31	02/06/2012		M	2,750	<u>(4)</u> 10/26/2019	Common Stock	2,750
Option (Right to Buy)	\$ 15.78	02/06/2012		M	10,250	<u>(5)</u> 12/14/2019	Common Stock	10,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
QUARTIERI MICHAEL 3355 LAS VEGAS BOULEVARD SOUTH LAS VEGAS, NV 89109			Chief Accounting Officer	

Signatures

/s/ Michael
Quartieri

02/07/2012

**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) Shares sold in connection with the exercise of stock options on February 6, 2012.

This transaction was executed in multiple trades at prices ranging from \$51.79 to \$51.87. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(3) The Reporting Person was granted options to purchase 24,000 shares on June 18, 2009, of which 6,000 vested on June 18, 2010, and June 18, 2011, and 6,000 will vest on June 18, 2012, and June 18, 2013.

(4) The Reporting Person was granted options to purchase 5,500 shares on October 27, 2009, of which 1,375 vested on October 27, 2010, and October 27, 2011, and 1,375 will vest on October 27, 2012, and October 27, 2013.

(5) The Reporting Person was granted options to purchase 20,500 shares on December 15, 2009, of which 5,125 vested on December 15, 2010, and December 15, 2011, and 5,125 will vest on December 15, 2012, and December 15, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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