

LAS VEGAS SANDS CORP  
Form 4  
March 07, 2014

**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 \*  
Siegel Irwin A

(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)

03/05/2014

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 03/05/2014                           |  | M                              | A   | \$ 44.26<br>(1)   | D  |                                   |
| Common Stock                    | 03/05/2014                           |  | S                              | D   | \$ 87.7469<br>(2)<br>(3)  | D  |                                   |
| Common Stock                    | 03/05/2014                           |  | M                              | A   | \$ 13.34<br>(1)   | D  |                                   |
| Common Stock                    | 03/05/2014                           |  | S                              | D   | \$ 87.74<br>(2)   | D  |                                   |

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)                      | \$ 44.26<br><u>(1)</u>                                 | 03/05/2014                           |  | M                              | 5,100   | <u>(4)</u> 02/07/2015                                    | Common Stock  | 5,100                         |
| Option (Right to Buy)                      | \$ 13.34<br><u>(1)</u>                                 | 03/05/2014                           |  | M                              | 6,250   | <u>(5)</u> 02/22/2020                                    | Common Stock  | 6,250                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Siegel Irwin A<br>3355 LAS VEGAS BOULEVARD SOUTH<br>LAS VEGAS, NV 89109 | X             |           |         |       |

## Signatures

/s/ Irwin A. Siegel  
03/06/2014

\*\*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 to be paid on outstanding shares of the Issuer's common stock. The equitable adjustment was effective as of December 10, 2012.

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- (2) Shares sold in connection with the exercise of stock options.

This transaction was executed in multiple trades at prices ranging from \$87.74 to \$87.78. 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 5,100 shares on February 8, 2005, of which 1,020 vested on February 8, 2006, 1,020 vested on February 8, 2007, 1,020 vested on February 8, 2008, 1,020 vested on February 8, 2009, and 1,020 vested on February 8, 2010.
- (4) The Reporting Person was granted options to purchase 25,000 shares on February 23, 2010, of which 6,250 vested on February 23, 2011, 6,250 vested on February 23, 2012, 6,250 vested on February 23, 2013, and 6,250 vested on February 23, 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.