

Adelson Miriam
Form 5
February 10, 2012

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
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

OMB APPROVAL

OMB
Number: 3235-0362
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1. Name and Address of Reporting Person *
Adelson Miriam

(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)
12/31/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

__X__ 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) |
|---------------------------------------|---|---|--------------------------------------|---|---|---|---|
| Common Stock | 12/14/2011 | Â | G ⁽¹⁾ | 19,565,706 A \$ 0 | 42,130,365 I | | |

By the
General
Trust under
the Sheldon
G. Adelson
2007
Remainder
Trust u/d/t
dated
5/1/07

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| | | | | | | | | | |
|--------------|------------|---|------------------|------------|---|------|------------|---|--|
| Common Stock | 12/14/2011 | Â | G ⁽²⁾ | 19,565,706 | A | \$ 0 | 42,130,364 | I | By the General Trust under the Sheldon G. Adelson 2007 Friends and Family Trust u/d/t dated 5/1/07 |
| Common Stock | 12/19/2011 | Â | G ⁽³⁾ | 7,414,079 | A | \$ 0 | 8,249,996 | D | Â |
| Common Stock | 12/19/2011 | Â | G ⁽⁴⁾ | 8,249,079 | D | \$ 0 | 917 | D | Â |
| Common Stock | 12/19/2011 | Â | G ⁽⁴⁾ | 8,249,079 | A | \$ 0 | 8,249,079 | I | By the Miriam Adelson December 2011 LVS Annuity Trust |
| Common Stock | Â | Â | Â | Â | Â | Â | 12,692,516 | I | By ESBT S Trust |
| Common Stock | Â | Â | Â | Â | Â | Â | 7,342,516 | I | By ESBT Y Trust |
| Common Stock | Â | Â | Â | Â | Â | Â | 13,692,517 | I | By QSST A Trust |
| Common Stock | Â | Â | Â | Â | Â | Â | 13,692,517 | I | By QSST M Trust |
| Common Stock | Â | Â | Â | Â | Â | Â | 5,144,415 | I | By Sheldon G. Adelson 2004 Remainder Trust. |
| Common Stock | Â | Â | Â | Â | Â | Â | 18,139,344 | I | By the Miriam Adelson June 2011 Two Year LVS Annuity Trust |
| Common Stock | Â | Â | Â | Â | Â | Â | 4,000,000 | I | By the Miriam Adelson |

| | | | | | | | | | |
|---|---|---|---|---|---|---|------------|---|--|
| | | | | | | | | | October 2011 Two Year LVS Annuity Trust |
| Common Stock | Â | Â | Â | Â | Â | Â | 13,707 | I | By the Sivan Ochshorn 2010 Grantor Trust |
| Common Stock | Â | Â | Â | Â | Â | Â | 100 | I | By son |
| Common Stock | Â | Â | Â | Â | Â | Â | 12,566,710 | I | By Adfam Investment Company LLC |
| Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. | | | | | | | | | SEC 2270 (9-02) |
| 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. | | | | | | | | | |

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. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | (A) | (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Adelson Miriam 3355 LAS VEGAS BOULEVARD SOUTH LAS VEGAS, NV 89109 | Â | Â X | Â | Â |

Signatures

/s/ Miriam
Adelson

02/10/2012

__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).

The shares were distributed by the Sheldon G. Adelson December 2008 Three Year LVS Annuity Trust to the General Trust under the

(1) Sheldon G. Adelson 2007 Remainder 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.

The shares were distributed by the Sheldon G. Adelson December 2008 Three Year LVS Annuity Trust to the General Trust under the

(2) Sheldon G. Adelson 2007 Friends and Family Trust u/d/t dated May 1, 2007. Dr. Adelson, Mr. Stein and Mr. Chafetz serve as the trustees of the trust. Dr. Adelson retains the sole power to direct the vote of these shares.

(3) The shares were gifted by Sheldon G. Adelson, Dr. Adelson's spouse, to Dr. Adelson.

(4) The shares were gifted by Dr. Adelson to the Miriam Adelson December 2011 LVS Annuity Trust. Dr. Adelson and Mr. Stein serve as the trustees of the trust. Mr. Stein retains the sole power to direct the vote of these shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.