

Adelson Sheldon G
 Form 4
 January 16, 2009

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 *
 Adelson Sheldon G

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/14/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman/Board,CEO&Treasurer

(Street)
 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

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
| | | | | | | | |

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| | Derivative Security | | Code | V | Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title |
|--------------------------|---------------------|------------|------------------------|---|---|-----|------------------|-----------------|--------------|
| | | | | | (A) | (D) | | | |
| Warrants | \$ 6 | 01/14/2009 | A ⁽¹⁾⁽²⁾⁽³⁾ | | 5,250,000 | | 02/03/2009 | 11/16/2013 | Common Stock |
| Option (Right to Buy) | \$ 29 | | | | | | ⁽⁴⁾ | 12/15/2014 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Adelson Sheldon G 3355 LAS VEGAS BOULEVARD SOUTH LAS VEGAS, NV 89109 | X | X | Chairman/Board,CEO&Treasurer | |

Signatures

/s/ Sheldon G.
Adelson

01/14/2009

**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) On November 14, 2008, pursuant to the Note Conversion and Securities Purchase Agreement, dated November 10, 2008, between Las Vegas Sands Corp. (the "Company") and Dr. Miriam Adelson, the wife of Sheldon Adelson, the Chairman and Chief Executive Officer and principal stockholder of the Company, as amended (as amended, the "Agreement"), the Company issued and sold to Dr. Miriam Adelson 5,250,000 shares of 10% Series A Cumulative Perpetual Preferred Stock (the "Series A Preferred Stock") and 5,250,000 warrants (the "Warrants") to purchase 16.6667 shares of the Company's common stock, par value \$0.001 per share (the "Common Stock"), per Warrant, or an aggregate of up to 87,500,175 shares of Common Stock, at an exercise price of \$6.00 per share. The total aggregate price paid by Dr. Miriam Adelson for the Series A Preferred Stock and Warrants was \$525,000,000.
- (2) In addition, on November 14, 2008, pursuant to the Agreement, Dr. Adelson converted \$475 million aggregate principal amount of the Company's 6.5% convertible senior notes due 2013 into 86,363,636 shares of Common Stock at a conversion price equal to \$5.50 per share.
- (3) The Warrants are not exercisable until all necessary approvals have been obtained, including listing of the shares of the Common Stock issuable upon exercise of the Warrants on the New York Stock Exchange and until the stockholder approval of the issuance of shares of the Common Stock upon exercise of such Warrants is effective. All necessary conditions, except the effectiveness of the stockholder approval, have been satisfied. The stockholder approval will become effective on February 3, 2009, and the Warrants will be exercisable as of such date.
- (4) Options to purchase 91,832 shares of Common Stock vested in four equal installments beginning on January 1, 2006 and are exercisable.

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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