

WYNN RESORTS LTD

Form 4

February 10, 2016

FORM 4**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).

**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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WYNN STEPHEN A

(Last) (First) (Middle)

C/O WYNN RESORTS,
LIMITED, 3131 LAS VEGAS
BOULEVARD SOUTH

(Street)

LAS VEGAS, NV 89109

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

WYNN RESORTS LTD [WYNN]

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

02/08/2016

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 ☐ Other (specify
below) below)
Chief Executive Officer / WFLP is member
of 10% owner

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, par value \$0.01 per share	02/08/2016		P		105,267	A	\$ 57.67 (1)	11,846,744	I	By Wynn Family Limited Partnership
Common Stock, par value \$0.01 per share	02/08/2016		P		74,736	A	\$ 58.57 (2)	11,921,480	I	By Wynn Family Limited Partnership
	02/08/2016		P		13,887	A		11,935,367	I	

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Common Stock, par value \$0.01 per share					\$ 59.23 (3)				By Wynn Family Limited Partnership
Common Stock, par value \$0.01 per share	02/09/2016	P	10,761	A	\$ 56.98 (4)	11,946,128	I		By Wynn Family Limited Partnership
Common Stock, par value \$0.01 per share	02/09/2016	P	28,646	A	\$ 58.19 (5)	11,974,774	I		By Wynn Family Limited Partnership
Common Stock, par value \$0.01 per share	02/09/2016	P	18,958	A	\$ 58.98 (6)	11,993,732	I		By Wynn Family Limited Partnership
Common Stock, par value \$0.01 per share	02/09/2016	P	6,268	A	\$ 59.77 (7)	12,000,000	I		By Wynn Family Limited Partnership

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WYNN STEPHEN A C/O WYNN RESORTS, LIMITED 3131 LAS VEGAS BOULEVARD SOUTH LAS VEGAS, NV 89109	X	X	Chief Executive Officer	WFLP is member of 10% owner
Wynn Family Limited Partnership C/O WYNN RESORTS, LIMITED 3131 LAS VEGAS BOULEVARD SOUTH LAS VEGAS, NV 89109	X			Member of 10% owner group

Signatures

/s/ Kevin Tourek, Attorney-in-Fact for Stephen A. Wynn 02/10/2016

__Signature of Reporting Person

Date

/s/ Kevin Tourek, Attorney-in-Fact for Wynn Family Limited Partnership 02/10/2016

__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) Represents the weighted average price of multiple transactions with a range of prices between \$57.09 and \$58.06. The reporting person, upon request by the staff of the SEC, Wynn Resorts, Limited (the "Company") or by a security holder of the Company, undertakes to provide further information regarding the number of securities sold at each separate price.

(2) Represents the weighted average price of multiple transactions with a range of prices between \$58.07 and \$59.06. The reporting person, upon request by the staff of the SEC, the Company or by a security holder of the Company, undertakes to provide further information regarding the number of securities sold at each separate price.

(3) Represents the weighted average price of multiple transactions with a range of prices between \$59.07 and \$59.37. The reporting person, upon request by the staff of the SEC, the Company or by a security holder of the Company, undertakes to provide further information regarding the number of securities sold at each separate price.

(4) Represents the weighted average price of multiple transactions with a range of prices between \$56.58 and \$57.54. The reporting person, upon request by the staff of the SEC, the Company or by a security holder of the Company, undertakes to provide further information regarding the number of securities sold at each separate price.

(5) Represents the weighted average price of multiple transactions with a range of prices between \$57.59 and \$58.58. The reporting person, upon request by the staff of the SEC, the Company or by a security holder of the Company, undertakes to provide further information regarding the number of securities sold at each separate price.

(6) Represents the weighted average price of multiple transactions with a range of prices between \$58.59 and \$59.57. The reporting person, upon request by the staff of the SEC, the Company or by a security holder of the Company, undertakes to provide further information regarding the number of securities sold at each separate price.

(7) Represents the weighted average price of multiple transactions with a range of prices between \$59.58 and \$60.00. The reporting person, upon request by the staff of the SEC, the Company or by a security holder of the Company, undertakes to provide further information

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regarding the number of securities sold at each separate price.

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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