

Adelson Miriam

Form 3

December 14, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

Â Adelson Miriam

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

12/14/2004

3. Issuer Name and Ticker or Trading Symbol

LAS VEGAS SANDS CORP [LVS]

4. Relationship of Reporting Person(s) to Issuer

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

3355 LAS VEGAS
BOULEVARD SOUTH

(Street)

(Check all applicable)

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

LAS VEGAS,Â NVÂ 89109

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)Common Stock ⁽¹⁾

40,356,105

I

By Sheldon G. Adelson 2002
Remainder Trust

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
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Adelson Miriam	^	^ X	^	^
3355 LAS VEGAS BOULEVARD SOUTH				
LAS VEGAS, NV 89109				

Signatures

/s/ Harry D. Miltenberger, Attorney-in-Fact	12/14/2004
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____Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Currently, the reporting person beneficially owns shares of Las Vegas Sands, Inc. common stock. In connection with the merger of Las Vegas Sands, Inc. with and into a wholly-owned subsidiary of Las Vegas Sands Corp., each outstanding share of Las Vegas Sands, Inc. will be exchanged for 266.0327553 shares of Las Vegas Sands Corp. In accordance with Rule 16b-7 promulgated under the Securities Exchange Act of 1934 (the "Exchange Act"), the exchange will be exempt under Section 16(b) of the Exchange Act.

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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