

LAS VEGAS SANDS CORP
Form 5
February 14, 2014

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
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1. Name and Address of Reporting Person *
Adelson Miriam

(Last) (First) (Middle)

3355 LAS VEGAS BOULEVARD
SOUTH

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
LAS VEGAS SANDS CORP [LVS]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2013

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group Reporting

(check applicable line)

LAS VEGAS, NV 89109

__X__ Form Filed by One Reporting Person
____ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

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 | 03/20/2013 | Â | G ⁽¹⁾ | 1,000,000 D \$ 0 | 8,692,516 | I | By a trust for the benefit of one or more members of the Adelson family. |

| | | | | | | | | | |
|--------------|------------|---|------------------------|-----------|---|------|------------|---|--|
| Common Stock | 03/31/2013 | Â | <u>G⁽¹⁾</u> | 1,488,100 | A | \$ 0 | 87,718,919 | I | By a trust for the benefit of one or more members of the Adelson family. |
| Common Stock | 03/31/2013 | Â | <u>G⁽¹⁾</u> | 1,488,100 | A | \$ 0 | 87,718,918 | I | By a trust for the benefit of one or more members of the Adelson family. |
| Common Stock | 04/15/2013 | Â | <u>G⁽¹⁾</u> | 43,469 | A | \$ 0 | 43,469 | I | By a trust for the benefit of one or more members of the Adelson family. |
| Common Stock | 04/15/2013 | Â | <u>G⁽¹⁾</u> | 383,372 | A | \$ 0 | 426,841 | I | By a trust for the benefit of one or more members of the Adelson family. |
| Common Stock | 04/15/2013 | Â | <u>G⁽¹⁾</u> | 35,806 | A | \$ 0 | 462,647 | I | By a trust for the benefit of one or more members of the Adelson family. |
| Common Stock | 05/23/2013 | Â | <u>G⁽¹⁾</u> | 1,500,000 | D | \$ 0 | 7,192,516 | I | By a trust for the benefit of |

| | | | | | | | | | |
|-----------------|------------|---|------------------------|-----------|---|------|-----------|---|---|
| Common Stock | 06/19/2013 | Â | <u>G⁽¹⁾</u> | 3,300,093 | D | \$ 0 | 3,300,093 | I | one or more members of the Adelson family. By a trust for the benefit of one or more members of the Adelson family. |
| Common Stock | 06/19/2013 | Â | <u>G⁽¹⁾</u> | 3,300,093 | D | \$ 0 | 0 | I | By a trust for the benefit of one or more members of the Adelson family. |
| Common Stock | 06/26/2013 | Â | <u>G⁽¹⁾</u> | 800,000 | D | \$ 0 | 6,392,516 | I | By a trust for the benefit of one or more members of the Adelson family. |
| Common Stock | 09/27/2013 | Â | <u>G⁽¹⁾</u> | 400,000 | D | \$ 0 | 5,992,516 | I | By a trust for the benefit of one or more members of the Adelson family. |
| Common Stock | 10/06/2013 | Â | <u>G⁽¹⁾</u> | 717,721 | D | \$ 0 | 717,721 | I | By a trust for the benefit of one or more members |

| | | | | | | | | | |
|-----------------|------------|---|------------------------|-----------|---|------|-----------|---|--|
| Common Stock | 10/06/2013 | Â | <u>G⁽¹⁾</u> | 717,721 | D | \$ 0 | 0 | I | of the Adelson family. By a trust for the benefit of one or more members of the Adelson family. |
| Common Stock | 10/22/2013 | Â | <u>G⁽¹⁾</u> | 1,250,000 | D | \$ 0 | 4,742,516 | I | By a trust for the benefit of one or more members of the Adelson family. |
| Common Stock | 10/26/2013 | Â | <u>G⁽¹⁾</u> | 879,869 | A | \$ 0 | 1,341,695 | I | By a trust for the benefit of one or more members of the Adelson family. |
| Common Stock | 12/10/2013 | Â | <u>G⁽¹⁾</u> | 450,000 | D | \$ 0 | 4,292,516 | I | By a trust for the benefit of one or more members of the Adelson family. |
| Common Stock | 12/18/2013 | Â | <u>G⁽¹⁾</u> | 3,550,234 | D | \$ 0 | 0 | I | By a trust for the benefit of one or more members of the Adelson family. |

| | | | | | | | | | |
|--------------|------------|---|------------------|---------|---|------|------------|---|---|
| Common Stock | 12/27/2013 | Â | G ⁽¹⁾ | 118,392 | A | \$ 0 | 581,039 | I | By a trust for the benefit of one or more members of the Adelson family. |
| Common Stock | Â | Â | Â | Â | Â | Â | 77,726,847 | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 68,522,708 | I | By other trusts for the benefit of one or more members of the Adelson family. |
| Common Stock | Â | Â | Â | Â | Â | Â | 12,566,710 | I | By an Adelson family investment vehicle. |

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. of D S B O E I F (I |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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 02/13/2014

__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).
- (1) The shares were transferred for no consideration by a trust for the benefit of one or more members of the Adelson family to another trust for the benefit of one or more members of the Adelson family.

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