

LAS VEGAS SANDS CORP

Form 5

February 14, 2017

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)
12/31/2016

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	01/29/2016	Â	G ⁽¹⁾	388,100	A \$ 0 3,548,425	I	By a trust for the benefit of one or more members of the Adelson family.
	01/29/2016	Â	G ⁽¹⁾	139,939	A \$ 0 570,820	I	

Common Stock									By a trust for the benefit of one or more members of the Adelson family.
Common Stock	01/29/2016	Â	<u>G⁽¹⁾</u>	121,700	A	\$ 0	3,670,125	I	By a trust for the benefit of one or more members of the Adelson family.
Common Stock	01/29/2016	Â	<u>G⁽¹⁾</u>	168,000	A	\$ 0	3,838,125	I	By a trust for the benefit of one or more members of the Adelson family.
Common Stock	01/29/2016	Â	<u>G⁽¹⁾</u>	1,500,000	D	\$ 0	2,338,125	I	By a trust for the benefit of one or more members of the Adelson family.
Common Stock	04/27/2016	Â	<u>G⁽¹⁾</u>	1,500,000	D	\$ 0	838,125	I	By a trust for the benefit of one or more members of the Adelson family.
Common Stock	04/27/2016	Â	<u>G⁽¹⁾</u>	286,964	A	\$ 0	1,125,089	I	By a trust for the benefit of

Common Stock	04/27/2016	Â	<u>G⁽¹⁾</u>	481,000	A	\$ 0	1,606,089	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	04/27/2016	Â	<u>G⁽¹⁾</u>	510,200	A	\$ 0	2,116,289	I	By a trust for the benefit of one or more members of the Adelson family.
Common Stock	07/27/2016	Â	<u>G⁽¹⁾</u>	1,500,000	D	\$ 0	616,289	I	By a trust for the benefit of one or more members of the Adelson family.
Common Stock	07/27/2016	Â	<u>G⁽¹⁾</u>	464,100	A	\$ 0	1,080,389	I	By a trust for the benefit of one or more members of the Adelson family.
Common Stock	11/07/2016	Â	<u>G⁽¹⁾</u>	404,700	A	\$ 0	1,485,089	I	By a trust for the benefit of one or more members

Common Stock	11/07/2016	Â	G ⁽¹⁾	500,700	A	\$ 0	1,985,789	I	of the Adelson family. By a trust for the benefit of 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	11/07/2016	Â	G ⁽¹⁾	1,500,000	D	\$ 0	485,789	I	
Common Stock	Â	Â	Â	Â	Â	Â	93,779,145	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	12,566,710	I	By an Adelson family investment vehicle.
Common Stock	Â	Â	Â	Â	Â	Â	219,244,113	I	By other trusts for the benefit of one or more members of the Adelson family not reported above.

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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. Price of Underlying Security (Instr. 5)
					(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
02/14/2017

__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 among one or more members of or trusts for the benefit of the Adelson family.

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