

LAS VEGAS SANDS CORP

Form 4

January 18, 2011

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 *
LEVEN MICHAEL A

(Last) (First) (Middle)

3355 LAS VEGAS BOULEVARD
SOUTH

(Street)

LAS VEGAS, NV 89109

(City) (State) (Zip)

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

LAS VEGAS SANDS CORP [LVS]

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

01/13/2011

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 below) ☐ Other (specify
below)

President and COO

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)
Common Stock	01/13/2011		M	8,349	A \$ 29	11,961	D
Common Stock	01/13/2011		S	1,749 ⁽¹⁾	D \$ 47.4415	10,212	D
Common Stock	01/13/2011		S	5,400 ⁽¹⁾	D \$ 48.6017	4,812	D
Common Stock	01/13/2011		S	1,200 ⁽¹⁾	D \$ 49.1817	3,612	D

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Common Stock	01/13/2011	M	125,000	A	\$ 14.94	128,612	D
Common Stock	01/13/2011	S	25,539 (5)	D	\$ 47.4274 (6)	103,073	D
Common Stock	01/13/2011	S	84,711 (5)	D	\$ 48.6069 (7)	18,362	D
Common Stock	01/13/2011	S	14,750 (5)	D	\$ 49.2126 (8)	3,612	D

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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option (Right to Buy)	\$ 29	01/13/2011		M	8,349	(1) 12/14/2014	Common Stock 8,349
Option (Right to Buy)	\$ 14.94	01/13/2011		M	125,000	(5) 03/10/2014	Common Stock 125,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEVEN MICHAEL A 3355 LAS VEGAS BOULEVARD SOUTH LAS VEGAS, NV 89109	X		President and COO	

Signatures

/s/ Michael A.
Leven

01/17/2011

__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) Shares sold in connection with the exercise of stock options pursuant to a previously disclosed 10b5-1 trading plan.

This transaction was executed in multiple trades at prices ranging from \$46.99 to \$47.96. The price reported above reflects the weighted

- (2) average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

This transaction was executed in multiple trades at prices ranging from \$48.08 to \$49.02. The price reported above reflects the weighted

- (3) average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

This transaction was executed in multiple trades at prices ranging from \$49.08 to \$49.35. The price reported above reflects the weighted

- (4) average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (5) Shares sold in connection with the exercise of stock options pursuant to a previously disclosed 10b5-1 trading plan. Under his 10b5-1 plan, Mr. Leven plans to sell 125,000 shares in January 2011; and 125,000 shares in February 2011.

This transaction was executed in multiple trades at prices ranging from \$47.00 to \$47.99. The price reported above reflects the weighted

- (6) average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

This transaction was executed in multiple trades at prices ranging from \$48.05 to \$49.01. The price reported above reflects the weighted

- (7) average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

This transaction was executed in multiple trades at prices ranging from \$49.05 to \$49.40. The price reported above reflects the weighted

- (8) average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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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