

Adelson Miriam
Form 5
February 11, 2011

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
Number: 3235-0362
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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)
12/31/2010

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)	(A) or (D)	Price	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	06/29/2010	Â	G ⁽¹⁾	33,000,000	D	\$ 0	53,363,636	D	Â
Common Stock	09/28/2010	Â	G ⁽¹⁾	25,000,000	D	\$ 0	28,363,636	D	Â
Common Stock	09/29/2010	Â	G ⁽¹⁾	25,000,000	D	\$ 0	3,363,636	D	Â
Common Stock	10/27/2010	Â	G ⁽²⁾	5,000,000	D	\$ 0	8,692,516	I	By ESBT Y Trust.

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Common Stock	11/30/2010	Â	G	7,213,275	A	\$ 0	7,213,275	I	By General Trust under the Sheldon G. Adelson 2007 Remainder Trust u/d/t dated May 1, 2007. ⁽³⁾
Common Stock	11/30/2010	Â	G	7,213,275	A	\$ 0	7,213,275	I	By General Trust under the Sheldon G. Adelson 2007 Friends and Family Trust u/d/t dated May 1, 2007. ⁽³⁾
Common Stock	12/15/2010	Â	G ⁽⁴⁾	1,000,000	D	\$ 0	12,692,516	I	By ESBT S Trust.
Common Stock	12/30/2010	Â	G ⁽⁵⁾	1,350,000	D	\$ 0	7,342,516	I	By ESBT Y Trust.
Common Stock	Â	Â	Â	Â	Â	Â	13,692,517	I	By QSST A Trust.
Common Stock	Â	Â	Â	Â	Â	Â	13,692,517	I	By QSST M Trust.
Common Stock	Â	Â	Â	Â	Â	Â	5,144,415	I	By Sheldon G. Adelson 2004 Remainder Trust.
Common Stock	Â	Â	Â	Â	Â	Â	12,566,710	I	By Adfam Investment Company LLC

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. of D
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Derivative
Security

Securities
Acquired
(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

(Instr. 3 and 4)

(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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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

02/11/2011

**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) These shares were gifted by Dr. Miriam Adelson to her spouse, Sheldon G. Adelson.
- (2) These shares are now held by various trusts, of which Timothy D. Stein is one of the trustees. Mr. Stein retains the sole power to direct the vote of these shares.
- (3) Dr. Miriam Adelson, Timothy D. Stein and Irwin Chafetz serve as the trustees of the trust. Dr. Adelson retains the sole power to direct the vote of these shares.
- (4) These shares are now held by various trusts, of which Timothy D. Stein is one of the trustees. Mr. Stein retains the sole power to direct the vote of these shares.
- (5) Mr. Stein retains the sole power to direct the vote of these shares, and shares the power to direct the disposition of the shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.