

Goldstein Robert G
Form 4
November 28, 2005

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 *
Goldstein Robert G

(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)

11/23/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) Price | | | |
| Common Stock | 11/23/2005 | | S | | 100 | D \$ 46.17 | 1,594,251 | I | Note ⁽¹⁾ |
| Common Stock | 11/23/2005 | | S | | 400 | D \$ 46.1 | 1,593,851 | I | Note ⁽¹⁾ |
| Common Stock | 11/23/2005 | | S | | 700 | D \$ 46.25 | 1,593,151 | I | Note ⁽¹⁾ |
| Common Stock | 11/23/2005 | | S | | 1,800 | D \$ 46.19 | 1,591,351 | I | Note ⁽¹⁾ |
| Common Stock | 11/23/2005 | | S | | 1,600 | D \$ 46.06 | 1,589,751 | I | Note ⁽¹⁾ |

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| | | | | | | | | |
|--------------|------------|---|--------|---|----------|-----------|---|-----------------|
| Common Stock | 11/23/2005 | S | 1,700 | D | \$ 45.94 | 1,588,051 | I | Note <u>(1)</u> |
| Common Stock | 11/23/2005 | S | 12,600 | D | \$ 45.96 | 1,575,451 | I | Note <u>(1)</u> |
| Common Stock | 11/23/2005 | S | 8,300 | D | \$ 45.95 | 1,567,151 | I | Note <u>(1)</u> |
| Common Stock | 11/23/2005 | S | 1,200 | D | \$ 46.01 | 1,565,951 | I | Note <u>(1)</u> |
| Common Stock | 11/23/2005 | S | 1,200 | D | \$ 46 | 1,564,751 | I | Note <u>(1)</u> |
| Common Stock | 11/23/2005 | S | 1,500 | D | \$ 45.99 | 1,563,251 | I | Note <u>(1)</u> |
| Common Stock | 11/23/2005 | S | 1,800 | D | \$ 45.92 | 1,561,451 | I | Note <u>(1)</u> |
| Common Stock | 11/23/2005 | S | 10,900 | D | \$ 45.86 | 1,550,551 | I | Note <u>(1)</u> |
| Common Stock | 11/23/2005 | S | 4,800 | D | \$ 45.87 | 1,545,751 | I | Note <u>(1)</u> |
| Common Stock | 11/23/2005 | S | 900 | D | \$ 46.02 | 1,544,851 | I | Note <u>(1)</u> |
| Common Stock | 11/23/2005 | S | 6,000 | D | \$ 45.88 | 1,538,851 | I | Note <u>(1)</u> |
| Common Stock | 11/23/2005 | S | 2,600 | D | \$ 45.91 | 1,536,251 | I | Note <u>(1)</u> |
| Common Stock | 11/23/2005 | S | 2,700 | D | \$ 45.98 | 1,533,551 | I | Note <u>(1)</u> |
| Common Stock | 11/23/2005 | S | 1,000 | D | \$ 45.93 | 1,532,551 | I | Note <u>(1)</u> |
| Common Stock | 11/23/2005 | S | 2,400 | D | \$ 45.97 | 1,530,151 | I | Note <u>(1)</u> |
| Common Stock | 11/23/2005 | S | 7,700 | D | \$ 45.85 | 1,522,451 | I | Note <u>(1)</u> |
| Common Stock | 11/23/2005 | S | 1,800 | D | \$ 45.9 | 1,520,651 | I | Note <u>(1)</u> |
| Common Stock | 11/23/2005 | S | 1,900 | D | \$ 45.89 | 1,518,751 | I | Note <u>(1)</u> |
| Common Stock | 11/23/2005 | S | 1,800 | D | \$ 45.82 | 1,516,951 | I | Note <u>(1)</u> |
| Common Stock | 11/23/2005 | S | 900 | D | \$ 45.78 | 1,516,051 | I | Note <u>(1)</u> |
| | 11/23/2005 | S | 1,100 | D | | 1,514,951 | I | Note <u>(1)</u> |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|-----------|---|---------------------|
| Common Stock | | | | | \$ 45.75 | | | |
| Common Stock | 11/23/2005 | S | 900 | D | \$ 45.74 | 1,514,051 | I | Note ⁽¹⁾ |
| Common Stock | 11/23/2005 | S | 3,600 | D | \$ 45.72 | 1,510,451 | I | Note ⁽¹⁾ |
| Common Stock | 11/23/2005 | S | 2,600 | D | \$ 45.73 | 1,507,851 | I | Note ⁽¹⁾ |
| Common Stock | | | | | | 332,066 | I | Note ⁽²⁾ |

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. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Goldstein Robert G
3355 LAS VEGAS BOULEVARD SOUTH
LAS VEGAS, NV 89109

Senior Vice President

Signatures

/s/ Robert G. Goldstein 11/28/2005

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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 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) By The Robert and Sheryl Goldstein Trust DTD 2/21/2003.
 - (2) By The Robert G. Goldstein Grantor Retained Annuity Trust.

Remarks:

1 of 2 Forms

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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