

Adelson Sheldon G
 Form 5
 February 10, 2006

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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 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

1. Name and Address of Reporting Person *
 Adelson Sheldon 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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2005

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)
 Chairman/Board,CEO&Treasurer

6. Individual or Joint/Group Reporting

(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)	(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	06/01/2005	Â	G ⁽¹⁾	228,948,919	D	\$ 0	100	D	Â
Common Stock	12/15/2005	Â	G	140,000	D	\$ 0	228,755,712	I	By Sheldon G. Adelson 2005 Family Trust u/d/t

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Common Stock	Â	Â	Â	Â	Â	Â	9,439,026	I	dated April 25, 2005 By ESBT S Trust (2)
Common Stock	Â	Â	Â	Â	Â	Â	9,439,026	I	By ESBT Y Trust (2)
Common Stock	Â	Â	Â	Â	Â	Â	9,439,026	I	By QSST A Trust (2)
Common Stock	Â	Â	Â	Â	Â	Â	9,439,027	I	By QSST M Trust (2)
Common Stock	Â	Â	Â	Â	Â	Â	30,329,917	I	By Sheldon G. Adelson 2002 Four Year LVSI Annuity Trust
Common Stock	Â	Â	Â	Â	Â	Â	7,678,117	I	By Sheldon G. Adelson 2004 Two Year LVSI Annuity Trust

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)

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	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 Se B O
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(A) or
 Disposed
 of (D)
 (Instr. 3,
 4, and 5)

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

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Adelson Sheldon G 3355 LAS VEGAS BOULEVARD SOUTH LAS VEGAS, NV 89109	X	X	X Chairman/Board, CEO & Treasurer		

Signatures

/s/ Sheldon G. 02/08/2006
 Adelson

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).

On June 1, 2005, the Reporting Person gifted a community property interest in a portion of 228,948,919 shares to his wife. Immediately thereafter, the 228,948,919 shares were transferred to the Sheldon G. Adelson 2005 Family Trust u/d/t dated April 25, 2005. The

(1) Reporting Person, by virtue of the transfer documents and as trustee of the Sheldon G. Adelson 2005 Family Trust u/d/t dated April 25, 2005, has at all times retained voting and dispositive power over all of the shares. At no time did Mr. Adelson's wife have voting or dispositive power over any of the shares.

Held by certain subtrusts for which Mr. Adelson's wife acts as a trustee and the beneficiaries of which are the children and/or issue of Mr.

(2) Adelson and/or his wife. Each of ESBT S Trust, ESBT Y Trust, QSST A Trust and QSST M Trust is a subtrust under the 2002 Remainder Trust. Mr. Adelson is not a beneficiary of any of these subtrusts.

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.