

Adelson Miriam
Form 4
November 18, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Adelson Miriam

2. Issuer Name and Ticker or Trading Symbol
LAS VEGAS SANDS CORP [LVS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3355 LAS VEGAS BOULEVARD
SOUTH

3. Date of Earliest Transaction
(Month/Day/Year)
11/14/2008

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

(Street)

LAS VEGAS, NV 89109

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

6. Individual or Joint/Group Filing(Check Applicable Line)
__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 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	11/14/2008		J		86,363,636	A	Ⓛ
10% Series A Cumulative Perpetual Preferred Stock	11/14/2008		J		5,250,000	A	Ⓛ
Common Stock					13,692,516	I	By ESBT Y Trust
Common Stock					13,692,516	I	By ESBT S

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Stock							Trust
Common Stock				13,692,517	I		By QSST A Trust
Common Stock				13,692,517	I		By QSST M Trust
Common Stock				5,144,415	I		By Sheldon G. Adelson 2004 Remainder Trust

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 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

Adelson Miriam
3355 LAS VEGAS BOULEVARD SOUTH
LAS VEGAS, NV 89109

X

Signatures

/s/ Miriam
Adelson

11/17/2008

Date

__Signature of
Reporting Person

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 November 14, 2008, pursuant to the Note Conversion and Securities Purchase Agreement, dated November 10, 2008, between Las Vegas Sands Corp. (the "Company") and Dr. Adelson, as amended (as amended, the "Agreement"), the Company issued and sold to Dr. Adelson 5,250,000 shares of 10% Series A Cumulative Perpetual Preferred Stock (the "Series A Preferred Stock") and warrants to

- (1) purchase an aggregate of approximately 87,500,175 shares of common stock at an exercise price of \$6.00 per share. The total aggregate price paid by Dr. Adelson for the Series A Preferred Stock and warrants was \$525,000,000. In addition, on November 14, 2008, pursuant to the Agreement, Dr. Adelson converted \$475 million aggregate principal amount of the Company's 6.5% convertible senior notes due 2013 into 86,363,636 shares of the Company's common stock, par value \$0.001, at a conversion price equal to \$5.50 per share.

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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