

LAS VEGAS SANDS CORP
 Form 4
 December 16, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 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)

12/12/2014

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)
 EVP & Pres., Global Gaming Ops

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 Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	12/12/2014		M ⁽¹⁾		62,620	\$ 26.25	D
Common Stock	12/12/2014		F ⁽³⁾		43,509	\$ 55.35	D
Common Stock						75,000	I

By The Robert and Sheryl Goldstein Trust

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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. Amount or Number of Shares
Option (Right to Buy)	\$ 26.25 (2)	12/12/2014		M(1)	62,620	(4) 12/14/2014	Common Stock	62,620

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goldstein Robert G 3355 LAS VEGAS BOULEVARD SOUTH LAS VEGAS, NV 89109			EVP & Pres., Global Gaming Ops	

Signatures

/s/ Robert G. Goldstein 12/16/2014

**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) Represents the exercise of vested options that were scheduled to expire on December 14, 2014.
- (2) In accordance with the provisions of the Issuer's 2004 Equity Award Plan, the Compensation Committee approved an equitable adjustment to reduce the exercise price of the options to reflect the \$2.75 per share special dividend to be paid on outstanding shares of the Issuer's common stock. The equitable adjustment was effective as of December 10, 2012.
- (3) Represents shares of the Issuer's common stock withheld to pay the exercise price and satisfy withholding obligations in connection with the exercise of the options described in footnote 1 above.
- (4) The options vested as to 25% of the option shares on each of January 1, 2006, January 1, 2007, January 1, 2008, and January 1, 2009.

Remarks:

In addition to the 394,111 shares listed on Table I above, Mr. Goldstein holds options to purchase 423,397 shares that are vested.

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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