

Adelson Miriam
Form 5
February 14, 2013

FORM 5

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

OMB APPROVAL

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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

1. Name and Address of Reporting Person *
Adelson Miriam

(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)
12/31/2012

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)

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)	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	04/05/2012	Â	G ⁽¹⁾	171,741	A \$ 0 185,448	I	By a trust for the benefit of one or more members of the Adelson family.

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Common Stock	04/05/2012	Â	G ⁽²⁾	50,936	A	\$ 0	236,384	I	By a trust for the benefit of one or more members of the Adelson family.
Common Stock	04/24/2012	Â	G ⁽³⁾	3,000,000	D	\$ 0	9,692,516	I	By a trust for the benefit of one or more members of the Adelson family.
Common Stock	06/28/2012	Â	G ⁽⁴⁾	6,796,876	A	\$ 0	60,094,555	I	By a trust for the benefit of one or more members of the Adelson family.
Common Stock	06/28/2012	Â	G ⁽⁵⁾	6,796,876	A	\$ 0	60,094,554	I	By a trust for the benefit of one or more members of the Adelson family.
Common Stock	06/29/2012	Â	G ⁽⁶⁾	8,451,611	A	\$ 0	68,546,166	I	By a trust for the benefit of one or more members of the Adelson family.
Common Stock	06/29/2012	Â	G ⁽⁷⁾	8,451,611	A	\$ 0	68,546,165	I	By a trust for the benefit of

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Common Stock	09/28/2012	Â	<u>G⁽⁸⁾</u>	3,727,384	A	\$ 0	72,273,550	I	one or more members of the Adelson family. By a trust for the benefit of one or more members of the Adelson family.
Common Stock	09/28/2012	Â	<u>G⁽⁹⁾</u>	3,727,384	A	\$ 0	72,273,549	I	By a trust for the benefit of one or more members of the Adelson family.
Common Stock	09/29/2012	Â	<u>G⁽¹⁰⁾</u>	3,628,480	A	\$ 0	75,902,030	I	By a trust for the benefit of one or more members of the Adelson family.
Common Stock	09/29/2012	Â	<u>G⁽¹¹⁾</u>	3,628,480	A	\$ 0	75,902,029	I	By a trust for the benefit of one or more members of the Adelson family.
Common Stock	10/26/2012	Â	<u>G⁽¹²⁾</u>	461,826	A	\$ 0	461,826	I	By a trust for the benefit of one or more members

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Common Stock	10/28/2012	Â	<u>G⁽¹³⁾</u>	10,328,789	A	\$ 0	86,230,819	I	of the Adelson family. By a trust for the benefit of one or more members of the Adelson family.
Common Stock	10/28/2012	Â	<u>G⁽¹⁴⁾</u>	10,328,789	A	\$ 0	86,230,818	I	By a trust for the benefit of one or more members of the Adelson family.
Common Stock	12/15/2012	Â	<u>G⁽¹⁾</u>	243,921	A	\$ 0	480,305	I	By a trust for the benefit of one or more members of the Adelson family.
Common Stock	12/15/2012	Â	<u>G⁽¹⁵⁾</u>	73,837	A	\$ 0	73,837	I	By a trust for the benefit of one or more members of the Adelson family.
Common Stock	12/28/2012	Â	<u>G⁽¹⁶⁾</u>	243,921	D	\$ 0	236,384	I	By a trust for the benefit of one or more members of the Adelson family.

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Common Stock	12/28/2012	Â	G ⁽¹⁶⁾	236,384	D	\$ 0 0	I	By a trust for the benefit of one or more members of the Adelson family.	
Common Stock	Â	Â	Â	Â	Â	Â	60,772,522	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	96,989,058	I	By a family member and other trusts for the benefit of one or more members of the Adelson family.
Common Stock	Â	Â	Â	Â	Â	Â	12,566,710	I	By an Adelson family investment vehicle.

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 (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. of D Se B O E Is Fi (I
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						(A)	(D)		

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

02/14/2013

__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) The shares were transferred for no consideration by a trust for the benefit of one or more members of the Adelson family to another trust for the benefit of one or more members of the Adelson family.
- (2) The shares were transferred for no consideration by a trust for the benefit of one or more members of the Adelson family to another trust for the benefit of one or more members of the Adelson family.
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- (16) The shares were transferred for no consideration by a trust for the benefit of one or more members of the Adelson family to another trust for the benefit of one or more members of the Adelson family.

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