

Kay Kenneth J
Form 4
December 01, 2010

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kay Kenneth J

(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)

11/29/2010

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)

Executive VP & CFO

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)
Common Stock	11/29/2010		M	25,000	A \$ 5.93 25,211	D	
Common Stock	11/29/2010		S	25,000 (1)	D \$ 50.5016 211 (2)	D	
Common Stock	11/29/2010		M	25,000	A \$ 7.73 25,211	D	
Common Stock	11/29/2010		S	25,000 (1)	D \$ 50.5016 211 (2)	D	

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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. Amount or Number of Shares	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 5.93	11/29/2010		M		25,000		<u>(3)</u>	12/31/2018	Common Stock	25,000
Option (Right to Buy)	\$ 7.73	11/29/2010		M		25,000		<u>(4)</u>	06/17/2019	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Kay Kenneth J 3355 LAS VEGAS BOULEVARD SOUTH LAS VEGAS, NV 89109	Executive VP & CFO

Signatures

/s/ Kenneth J. Kay 11/30/2010

__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) Shares sold in connection with the exercise of stock options on November 29, 2010.

This transaction was executed in multiple trades at prices ranging from \$50.50 to \$50.51. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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- (3) The Reporting Person was granted options to purchase 100,000 shares on January 1, 2009, of which 25,000 vested on January 1, 2010, and 25,000 will vest on January 1, 2011; 25,000 will vest on January 1, 2012; and 25,000 will vest on January 1, 2013.
- (4) The Reporting Person was granted options to purchase 100,000 shares on June 18, 2009, of which 25,000 vested on June 18, 2010, and 25,000 will vest on June 18, 2011, 25,000 will vest on June 18, 2012; and 25,000 will vest on June 18, 2013.

Remarks:

In addition to the above, Mr. Kay was granted options to purchase 300,000 shares on February 23, 2010 and 88,000 shares on June 11, 2010 which will each vest in equal installments over a four year period from the respective dates of grant.

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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