

Adelson Sheldon G
 Form 5
 February 14, 2013

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
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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 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)
12/31/2012

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)
 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)	Amount	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	04/05/2012	Â	G ⁽¹⁾	171,741	A	\$ 0	185,448	I	By spouse's indirect ownership.	
Common Stock	04/05/2012	Â	G ⁽²⁾	50,936	A	\$ 0	236,384	I	By spouse's indirect ownership.	
Common Stock	04/24/2012	Â	G ⁽³⁾	3,000,000	D	\$ 0	9,692,516	I	By spouse's indirect ownership.	

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Common Stock	06/28/2012	Â	G ⁽⁴⁾	6,796,876	D	\$ 0	6,796,876	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 spouse's indirect ownership.
Common Stock	06/28/2012	Â	G ⁽⁵⁾	6,796,876	D	\$ 0	0	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 spouse's indirect ownership.
Common Stock	06/29/2012	Â	G ⁽⁶⁾	8,451,611	D	\$ 0	8,451,611	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 spouse's indirect ownership.
Common Stock	06/29/2012	Â	G ⁽⁷⁾	8,451,611	D	\$ 0	0	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 spouse's indirect

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

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Common Stock									By spouse's indirect ownership.
Common Stock	10/26/2012	Â	G ⁽¹²⁾	461,826	A	\$ 0	461,826	I	By spouse's indirect ownership.
Common Stock	10/28/2012	Â	G ⁽¹³⁾	10,328,789	D	\$ 0	10,328,789	I	By a trust for the benefit of one or more members of the Adelson family.
Common Stock	10/28/2012	Â	G ⁽¹³⁾	10,328,789	A	\$ 0	86,230,819	I	By spouse's indirect ownership.
Common Stock	10/28/2012	Â	G ⁽¹⁴⁾	10,328,789	D	\$ 0	0	I	By a trust for the benefit of one or more members of the Adelson family.
Common Stock	10/28/2012	Â	G ⁽¹⁴⁾	10,328,789	A	\$ 0	86,230,818	I	By spouse's indirect ownership.
Common Stock	12/15/2012	Â	G ⁽¹⁾	243,921	A	\$ 0	480,305	I	By spouse's indirect ownership.
Common Stock	12/15/2012	Â	G ⁽¹⁵⁾	73,837	A	\$ 0	73,837	I	By spouse's indirect ownership.

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. of D S
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Derivative Security	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		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 Sheldon G 3355 LAS VEGAS BOULEVARD SOUTH LAS VEGAS, NV 89109	X	X	Chairman/Board, CEO & Treasurer	

Signatures

/s/ Sheldon G. 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.
- (3) The shares were transferred for no consideration by a trust for the benefit of one or more members of the Adelson family to one or more members of the Adelson family.
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- (10)

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- (11) 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.
- (12) 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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- (15) 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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Remarks:

This is a part one of a two part filing.

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.