

Adelson Miriam
Form 5
February 14, 2013

FORM 5

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).
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

OMB APPROVAL

OMB
Number: 3235-0362
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2005
Estimated average
burden hours per
response... 1.0

1. Name and Address of Reporting Person *
Adelson Miriam

(Last) (First) (Middle)

3355 LAS VEGAS BOULEVARD
SOUTH

(Street)

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group Reporting

(check applicable line)

LAS VEGAS, NV 89109

__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 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

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Price of Derivative Security (Instr. 5)	9. of Derivative Securities (Instr. 5)
					(A) (D)	Date Exercisable Expiration Date	Title 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	Â	Â X	Â	Â

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.

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.