

Adelson Miriam
Form 3
December 14, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

Â Adelson Miriam
(Last) (First) (Middle)

3355 LAS VEGAS
BOULEVARD SOUTH

(Street)

LAS VEGAS,Â NVÂ 89109

(City) (State) (Zip)

1. Title of Security
(Instr. 4)

Common Stock ⁽¹⁾

2. Date of Event Requiring Statement

(Month/Day/Year)
12/14/2004

3. Issuer Name **and** Ticker or Trading Symbol
LAS VEGAS SANDS CORP [LVS]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Beneficially Owned

2. Amount of Securities Beneficially Owned
(Instr. 4)

40,356,105

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

I

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

By Sheldon G. Adelson 2002
Remainder Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

Edgar Filing: Adelson Miriam - Form 3

Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
---------------------	--------------------	-------	----------------------------------	----------	--

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/ Harry D. Miltenberger, Attorney-in-Fact	12/14/2004
--	------------

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Currently, the reporting person beneficially owns shares of Las Vegas Sands, Inc. common stock. In connection with the merger of Las Vegas Sands, Inc. with and into a wholly-owned subsidiary of Las Vegas Sands Corp., each outstanding share of Las Vegas Sands, Inc. will be exchanged for 266.0327553 shares of Las Vegas Sands Corp. In accordance with Rule 16b-7 promulgated under the Securities Exchange Act of 1934 (the "Exchange Act"), the exchange will be exempt under Section 16(b) of the Exchange Act.

Note: File three copies of this Form, one of which must be manually signed. If space 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.