

Adelson Sheldon G  
 Form 5  
 February 10, 2006

# FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

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)  
**12/31/2005**

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)	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)
				(A) or (D) Price			
Common Stock	06/01/2005	Â	G <sup>(1)</sup>	228,948,919 D \$ 0 100		D	Â
Common Stock	12/15/2005	Â	G	140,000 D \$ 0 228,755,712		I	By Sheldon G. Adelson 2005 Family Trust u/d/t

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Common Stock	Â	Â	Â	Â	Â	Â	9,439,026	I	dated April 25, 2005 By ESBT S Trust (2)
Common Stock	Â	Â	Â	Â	Â	Â	9,439,026	I	By ESBT Y Trust (2)
Common Stock	Â	Â	Â	Â	Â	Â	9,439,026	I	By QSST A Trust (2)
Common Stock	Â	Â	Â	Â	Â	Â	9,439,027	I	By QSST M Trust (2)
Common Stock	Â	Â	Â	Â	Â	Â	30,329,917	I	By Sheldon G. Adelson 2002 Four Year LVSI Annuity Trust
Common Stock	Â	Â	Â	Â	Â	Â	7,678,117	I	By Sheldon G. Adelson 2004 Two Year LVSI Annuity Trust

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

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SEC 2270 (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	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
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(A) or  
 Disposed  
 of (D)  
 (Instr. 3,  
 4, and 5)

(A) (D) Date Expiration Title Amount  
 Exercisable Date or  
 Number  
 of  
 Shares

## 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	X Chairman/Board,CEO&Treasurer	

## Signatures

/s/ Sheldon G.                      02/08/2006  
 Adelson

\_\_Signature of                      Date  
 Reporting Person

## 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).

On June 1, 2005, the Reporting Person gifted a community property interest in a portion of 228,948,919 shares to his wife. Immediately thereafter, the 228,948,919 shares were transferred to the Sheldon G. Adelson 2005 Family Trust u/d/t dated April 25, 2005. The

(1) Reporting Person, by virtue of the transfer documents and as trustee of the Sheldon G. Adelson 2005 Family Trust u/d/t dated April 25, 2005, has at all times retained voting and dispositive power over all of the shares. At no time did Mr. Adelson's wife have voting or dispositive power over any of the shares.

Held by certain subtrusts for which Mr. Adelson's wife acts as a trustee and the beneficiaries of which are the children and/or issue of Mr.

(2) Adelson and/or his wife. Each of ESBT S Trust, ESBT Y Trust, QSST A Trust and QSST M Trust is a subtrust under the 2002 Remainder Trust. Mr. Adelson is not a beneficiary of any of these subtrusts.

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.