

LAS VEGAS SANDS CORP
 Form 4
 June 13, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 LEVEN MICHAEL A

(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)

06/11/2012

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)

President and COO

6. Individual or Joint/Group Filing (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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474
 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>1</u>	06/11/2012			A		300,000		<u>(2)(3)(4)</u>	<u>(2)(3)(4)</u>	Common Stock	300,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEVEN MICHAEL A 3355 LAS VEGAS BOULEVARD SOUTH LAS VEGAS, NV 89109	X		President and COO	

Signatures

/s/ Michael A.
Leven 06/12/2012

**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) Each restricted stock unit is the economic equivalent of one share of the issuer's common stock. The restricted stock units were granted under the issuer's 2004 Equity Award Plan.
- The restricted stock unit award will vest as set forth below. Vested shares are scheduled to be delivered to Mr. Leven on the applicable vesting date. (a) If the average closing price on the New York Stock Exchange of the issuer's common stock (the "Average Closing Price") during the month of December 2013 is at least \$50.00 per share then, on December 31, 2013, Mr. Leven shall receive 100,000
- (2) restricted shares of the issuer's common stock, which shall vest entirely on December 31, 2014. (b) Alternatively if the Average Closing Price during the month of December 2013 is less than \$50.00 per share, but the Average Closing Price during the month of December 2014 is at least \$50.00 per share then, on December 31, 2014, Mr. Leven shall receive 100,000 shares of the issuer's common stock. [cont'd in fn 3]
- [cont'd from fn 2] (c) If the Average Closing Price during the month of December 2014 is at least \$60.00 per share then, in addition to any shares deliverable pursuant to (a) or (b) above, as applicable, on December 31, 2014, Mr. Leven shall receive 100,000 shares of the
- (3) issuer's common stock. (d) If the Average Closing Price during the month of December 2014 is at least \$70.00 per share then, in addition to any shares deliverable pursuant to (a) or (b) above, as applicable, and any shares deliverable pursuant to (c) above, on December 31, 2014, Mr. Leven shall receive 100,000 shares of the issuer's common stock.
- (4) Any restricted stock unit awards that have not vested as of 11:59 p.m. Las Vegas local time on December 31, 2014, shall terminate and be immediately forfeited without any consideration payable therefor.

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.