

LAS VEGAS SANDS CORP
 Form 4
 May 08, 2014

FORM 4

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

OMB APPROVAL

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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).

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 *
KOO GEORGE P

(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)
05/06/2014

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)

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount or Price			
Common Stock	05/06/2014		M	3,696 A	\$ 65.02 (1)	5,003	D
Common Stock	05/06/2014		S	3,696 (2)	\$ 79.4613 (3)	1,307	D
Common Stock	05/06/2014		M	25,000 A	\$ 13.34 (1)	26,307	D
Common Stock	05/06/2014		S	4,000 (2)	\$ 79.458	22,307	D
Common Stock						9,600	I

By: **GEORGE**

P. KOO &
MAY J.
KOO
TTEES
O/T KOO
FAMILY
TRUST
DTD
5-6-96

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.

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 (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. Amount or Number of Shares
Option (Right to Buy)	\$ 65.02	05/06/2014		M	3,696	⁽⁴⁾ 04/17/2018	Common Stock	3,696
Option (Right to Buy)	\$ 13.34	05/06/2014		M	25,000	⁽⁵⁾ 02/22/2020	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOO GEORGE P 3355 LAS VEGAS BOULEVARD SOUTH LAS VEGAS, NV 89109	X			

Signatures

/s/ Gayle M. Hyman,
Attorney-in-Fact

05/08/2014

__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).

- In accordance with the provisions of the Issuer's 2004 Equity Award Plan, the Compensation Committee approved an equitable
- (1) adjustment to reduce the exercise price of the options to reflect the \$2.75 per share special dividend to be paid on outstanding shares of the Issuer's common stock. The equitable adjustment was effective as of December 10, 2012.
 - (2) Shares sold in connection with the exercise of stock options.

This transaction was executed in multiple trades at prices ranging from \$79.458 to \$79.48. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.
 - (4) The Reporting Person was granted options to purchase 3,696 shares on April 18, 2008, that vested in five installments on April 18, 2009, April 18, 2010, April 18, 2011, April 18, 2012, and April 18, 2013.
 - (5) The Reporting Person was granted options to purchase 25,000 shares on February 23, 2010, that vested in four installments on February 23, 2011, February 23, 2012, February 23, 2013 and February 23, 2014.

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.