

WYNN RESORTS LTD
Form 4
December 08, 2015

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 *
WYNN STEPHEN A

(Last) (First) (Middle)

C/O WYNN RESORTS,
LIMITED, 3131 LAS VEGAS
BOULEVARD SOUTH

(Street)

LAS VEGAS, NV 89109

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WYNN RESORTS LTD [WYNN]

3. Date of Earliest Transaction
(Month/Day/Year)
12/04/2015

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)
Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	12/04/2015		P		163,174	A	\$ 64.29 <u>(1)</u>
Common Stock, par value \$0.01 per share	12/07/2015		P		85,054	A	\$ 63.91 <u>(2)</u>
	12/07/2015		P		320,960	A	608,503

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Common Stock, par value \$0.01 per share					\$ 64.44 <u>(3)</u>				
Common Stock, par value \$0.01 per share	12/08/2015	P	266,614	A	\$ 62.41 <u>(4)</u>	875,117	D		
Common Stock, par value \$0.01 per share	12/08/2015	P	168,175	A	\$ 63.1 <u>(5)</u>	1,043,292	D		
Common Stock, par value \$0.01 per share						10,026,708	I		By Wynn Family Limited Partnership <u>(6)</u>

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

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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. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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	Director	10% Owner	Officer	Other
WYNN STEPHEN A C/O WYNN RESORTS, LIMITED 3131 LAS VEGAS BOULEVARD SOUTH LAS VEGAS, NV 89109	X	X	Chief Executive Officer	

Signatures

/s/ Kevin Tourek, Attorney-in-Fact for Stephen A. Wynn

12/08/2015

**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) Represents the weighted average price of multiple transactions with a range of prices between \$63.54 and \$64.50. The reporting person, upon request by the staff of the SEC, Wynn Resorts, Limited (the "Company") or by a security holder of the Company, undertakes to provide further information regarding the number of securities sold at each separate price.
 - (2) Represents the weighted average price of multiple transactions with a range of prices between \$63.15 and \$64.14. The reporting person, upon request by the staff of the SEC, the Company or by a security holder of the Company, undertakes to provide further information regarding the number of securities sold at each separate price.
 - (3) Represents the weighted average price of multiple transactions with a range of prices between \$64.15 and \$64.50. The reporting person, upon request by the staff of the SEC, the Company or by a security holder of the Company, undertakes to provide further information regarding the number of securities sold at each separate price.
 - (4) Represents the weighted average price of multiple transactions with a range of prices between \$61.77 and \$62.76. The reporting person, upon request by the staff of the SEC, the Company or by a security holder of the Company, undertakes to provide further information regarding the number of securities sold at each separate price.
 - (5) Represents the weighted average price of multiple transactions with a range of prices between \$62.77 and \$63.60. The reporting person, upon request by the staff of the SEC, the Company or by a security holder of the Company, undertakes to provide further information regarding the number of securities sold at each separate price.
 - (6) Reflects that 10,026,708 shares previously reported as held directly by the reporting person were acquired by the Wynn Family Limited Partnership on September 28, 2012 in connection with the merger of a predecessor entity and have been held indirectly by the reporting person since that time. Such transaction represented a change in the form of beneficial ownership without changing the reporting person's pecuniary interest in such shares, and was exempt from Section 16 pursuant to Rule 16a-13.

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.