

MILLER ROBERT JOS  
 Form 4  
 May 07, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 MILLER ROBERT JOS

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 C/O WYNN RESORTS,  
 LIMITED, 3131 LAS VEGAS  
 BOULEVARD SOUTH

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 05/06/2013

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

(Street)  
 LAS VEGAS, NV 89109

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction of | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. F |
|------------------------|---------------|--------------------------------------|-------------------------------|-------------------|-------------------------|---|--|------|
|------------------------|---------------|--------------------------------------|-------------------------------|-------------------|-------------------------|---|--|------|

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| Security (Instr. 3)          | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | Sec (Instr. 8)   |                 |  |                            |
|------------------------------|--|----------------------|-----------------|---|------------------|------------------|------------------|-----------------|--|----------------------------|
|                              |  |                      | Code            | V   | (A)              | (D)              | Date Exercisable | Expiration Date | Title                                    | Amount or Number of Shares |
| Stock Options (right to buy) | \$ 138.68                                | 05/06/2013           | A               |   | 6,300            |                  | <sup>(1)</sup>   | 05/06/2023      | Common Stock, par value \$0.01 per share | 6,300                      |

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships                          |
|---|--|
|   | Director   10% Owner   Officer   Other |
| MILLER ROBERT JOS<br>C/O WYNN RESORTS, LIMITED<br>3131 LAS VEGAS BOULEVARD SOUTH<br>LAS VEGAS, NV 89109 | X                                      |

**Signatures**

/s/ Kevin Tourek, attorney-in-fact for Robert J. Miller 05/07/2013

\*\*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) Options vest 25% per year on each anniversary of the date of grant; provided, that if the reporting person ceases to be a director of the Company any options that are unvested at such time will be forfeited.
- 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.