

Kay Kenneth J  
 Form 4  
 December 01, 2010

**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 \*  
**Kay Kenneth J**  
  
 (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)  
**11/29/2010**

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)  
**Executive VP & CFO**

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	11/29/2010		M		25,000	A	\$ 5.93
Common Stock	11/29/2010		S		25,000 <u>(1)</u>	D	\$ 50.5016 <u>(2)</u>
Common Stock	11/29/2010		M		25,000	A	\$ 7.73
Common Stock	11/29/2010		S		25,000 <u>(1)</u>	D	\$ 50.5016 <u>(2)</u>



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- (3) The Reporting Person was granted options to purchase 100,000 shares on January 1, 2009, of which 25,000 vested on January 1, 2010, and 25,000 will vest on January 1, 2011; 25,000 will vest on January 1, 2012; and 25,000 will vest on January 1, 2013.
- (4) The Reporting Person was granted options to purchase 100,000 shares on June 18, 2009, of which 25,000 vested on June 18, 2010, and 25,000 will vest on June 18, 2011, 25,000 will vest on June 18, 2012; and 25,000 will vest on June 18, 2013.

### **Remarks:**

In addition to the above, Mr. Kay was granted options to purchase 300,000 shares on February 23, 2010 and 88,000 shares on June 11, 2010 which will each vest in equal installments over a four year period from the respective dates of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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