

Adelson Sheldon G
Form 3
December 14, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Adelson Sheldon G

(Last) (First) (Middle)

3355 LAS VEGAS
BOULEVARD SOUTH

(Street)

LAS VEGAS, NV 89109

(City) (State) (Zip)

2. Date of Event Requiring Statement
(Month/Day/Year)

12/14/2004

3. Issuer Name and Ticker or Trading Symbol
LAS VEGAS SANDS CORP [LVS]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
Chairman/Board, CEO & Treasurer

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock ⁽¹⁾	299,600,102	D	Adelson
Common Stock ⁽¹⁾	40,356,105	I	By Sheldon G. Adelson 2002 Remainder Trust
Common Stock ⁽¹⁾	30,408,076	I	By Sheldon G. Adelson 2002 Four Year LVSI Annuity Trust
Common Stock ⁽¹⁾	7,879,890	I	By Sheldon G. Adelson 2004 Two Year Annuity Trust

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Obligation to Sell	Â <u>(2)</u>	Â <u>(3)</u>	Common Stock	931,115	\$ 5.64	D	Â
Obligation to Sell	Â <u>(2)</u>	Â <u>(3)</u>	Common Stock	53,207	\$ 1.02	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Adelson Sheldon G 3355 LAS VEGAS BOULEVARD SOUTH LAS VEGAS, NV 89109	Â X	Â X	Â Chairman/Board, CEO & Treasurer	Â

Signatures

/s/ Harry D. Miltenberger,
Attorney-in-Fact

12/14/2004

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Currently, the reporting person beneficially owns shares of Las Vegas Sands, Inc. common stock. In connection with the merger of Las Vegas Sands, Inc. with and into a wholly-owned subsidiary of Las Vegas Sands Corp., each outstanding share of Las Vegas Sands, Inc. will be exchanged for 266.0327553 shares of Las Vegas Sands Corp. In accordance with Rule 16b-7 promulgated under the Securities Exchange Act of 1934 (the "Exchange Act"), the exchange will be exempt under Section 16(b) of the Exchange Act.

(2) Immediately.

(3) The obligation will expire 60 days following the expiration of the underwriters' lock-up period following the Issuer's anticipated initial public offering.

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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