Adelson Sheldon G Form 5 February 10, 2006

FORM 5

OMB APPROVAL

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

OMB 3235-0362 Number: January 31, Expires:

2005

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Adelson Sheldon G Symbol LAS VEGAS SANDS CORP [LVS] (Check all applicable) (Last) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) _X_ Director X__ 10% Owner _ Officer (give title Other (specify 12/31/2005 below) below) 3355 LAS VEGAS BOULEVARD Chairman/Board, CEO&Treasurer **SOUTH**

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

6. Individual or Joint/Group Reporting

(check applicable line)

LAS VEGAS, NVÂ 89109

(State)

(City)

X Form Filed by One Reporting Person Form Filed by More than One Reporting

(City)	(State)	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 Acc Disposed of (D) (Instr. 3, 4 and 5)	•	(A) or	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/01/2005	Â	G <u>(1)</u>	228,948,919	D	\$0	100	D	Â
Common Stock	12/15/2005	Â	G	140,000	D	\$0	228,755,712	I	By Sheldon G.

Adelson 2005 Family Trust u/d/t

									dated April 25, 2005
Common Stock	Â	Â	Â	Â	Â	Â	9,439,026	I	By ESBT S Trust
Common Stock	Â	Â	Â	Â	Â	Â	9,439,026	I	By ESBT Y Trust
Common Stock	Â	Â	Â	Â	Â	Â	9,439,026	I	By QSST A Trust
Common Stock	Â	Â	Â	Â	Â	Â	9,439,027	I	By QSST M Trust
Common Stock	Â	Â	Â	Â	Â	Â	30,329,917	I	By Sheldon G. Adelson 2002 Four Year LVSI Annuity Trust
Common Stock	Â	Â	Â	Â	Â	Â	7,678,117	I	By Sheldon G. Adelson 2004 Two Year LVSI Annuity Trust
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.			Persons contained the form	unless	SEC 2270 (9-02)				

 $\label{lem:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Date	Amount of	Derivative	of
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	D
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Se
	Derivative				Securities	S	(Instr. 3 and 4)		В
	Security				Acquired				O

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(A) or Disposed of (D) (Instr. 3, 4, and 5)

(A) (D) Date Expiration Title Amount Exercisable Date or Number of Shares

Is

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Adelson Sheldon G

3355 LAS VEGAS BOULEVARD SOUTH Â X Â X Chairman/Board,CEO&Treasurer Â

Signatures

/s/ Sheldon G.
Adelson

**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).

On June 1, 2005, the Reporting Person gifted a community property interest in a portion of 228,948,919 shares to his wife. Immediately thereafter, the 228,948,919 shares were transferred to the Sheldon G. Adelson 2005 Family Trust u/d/t dated April 25, 2005. The

- (1) Reporting Person, by virtue of the transfer documents and as trustee of the Sheldon G. Adelson 2005 Family Trust u/d/t dated April 25, 2005, has at all times retained voting and dispositive power over all of the shares. At no time did Mr. Adelson's wife have voting or dispositive power over any of the shares.
 - Held by certain subtrusts for which Mr. Adelson's wife acts as a trustee and the beneficiaries of which are the children and/or issue of Mr.
- (2) Adelson and/or his wife. Each of ESBT S Trust, ESBT Y Trust, QSST A Trust and QSST M Trust is a subtrust under the 2002 Remainder Trust. Mr. Adelson is not a beneficiary of any of these subtrusts.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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