#### LAS VEGAS SANDS CORP

Form 4

February 20, 2014

### FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

Estimated average burden hours per response...

See Instruction

30(h) of the Investment Company Act of 1940

sponse... 0.5

1(b).

(Print or Type Responses)

1. Name and Adda Goldstein Rob	-	ing Person *	2. Issuer Name and Ticker or Trading Symbol LAS VEGAS SANDS CORP [LVS]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	( and approximate)		
			(Month/Day/Year)	Director 10% Owner		
3355 LAS VEGAS BOULEVARD SOUTH			02/18/2014	_X_ Officer (give title Other (specify below)  EVP & Pres., Global Gaming Ops		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
LAS VEGAS, NV 89109			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tal	-Derivative	d, 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 tiorDisposed of (D) (Instr. 3, 4 and 5)			5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common	02/19/2014		Code V	Amount	or (D)	Price \$ 4.09	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Stock	02/18/2014		M	50,000	A	<u>(1)</u>	425,000	D	
Common Stock	02/18/2014		S	50,000 (2)	D	\$ 80.8	375,000	D	
Common Stock	02/20/2014		M	100,000	A	\$ 4.09 (1)	475,000	D	
Common Stock	02/20/2014		S	100,000 (2)	D	\$ 80.8224 (3)	375,000	D	

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 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. Transactio Code (Instr. 8)	5. Number of onDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 4.09 (1)	02/18/2014		M	50,000	<u>(4)</u>	07/09/2019	Common Stock	50,000
Option (Right to Buy)	\$ 4.09 (1)	02/19/2014		M	100,000	<u>(4)</u>	07/09/2019	Common Stock	100,000

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Goldstein Robert G 3355 LAS VEGAS BOULEVARD SOUTH LAS VEGAS, NV 89109

EVP & Pres., Global Gaming Ops

## **Signatures**

/s/ Robert G. 02/20/2014

\*\*Signature of Date
Reporting Person

## **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).
- In accordance with the provisions of the Issuer's 2004 Equity Award Plan, the Compensation Committee approved an equitable adjustment to reduce the exercise price of the options to reflect the \$2.75 per share special dividend to be paid on outstanding shares of the Issuer's common stock. The equitable adjustment was effective as of December 10, 2012.
- (2) Shares sold in connection with the exercise of stock options.

This transaction was executed in multiple trades at prices ranging from \$80.66 to \$81.18. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.

Reporting Owners 2

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(4) The Reporting Person was granted options to purchase 500,000 shares on July 10, 2009, of which 250,000 vested on January 1, 2010 and 250,000 vested on January 1, 2011.

#### **Remarks:**

In addition to the 375,000 shares listed in Table I and the 350,000 options listed in Table II above, the Reporting Person holds 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.