

Goldstein Robert G
 Form 4
 February 06, 2006

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 *
 Goldstein Robert G

(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)

02/02/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)

___X___ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 17,609 | D | |
| Common Stock | | | | | 248,451 | I | See footnote (1) |
| Common Stock | 02/02/2006 | | S | 300 D | \$ 49.22 1,473,143 | I | See footnote (2) |
| Common Stock | 02/02/2006 | | S | 400 D | \$ 49.21 1,472,743 | I | See footnote (2) |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|-----------|---|------------------|
| Common Stock | 02/02/2006 | S | 400 | D | \$ 49.11 | 1,472,343 | I | See footnote (2) |
| Common Stock | 02/02/2006 | S | 400 | D | \$ 48.89 | 1,471,943 | I | See footnote (2) |
| Common Stock | 02/02/2006 | S | 500 | D | \$ 48.95 | 1,471,443 | I | See footnote (2) |
| Common Stock | 02/02/2006 | S | 500 | D | \$ 48.99 | 1,470,943 | I | See footnote (2) |
| Common Stock | 02/02/2006 | S | 100 | D | \$ 48.96 | 1,470,843 | I | See footnote (2) |
| Common Stock | 02/02/2006 | S | 400 | D | \$ 48.7 | 1,470,443 | I | See footnote (2) |
| Common Stock | 02/02/2006 | S | 300 | D | \$ 48.71 | 1,470,143 | I | See footnote (2) |
| Common Stock | 02/02/2006 | S | 400 | D | \$ 48.76 | 1,469,743 | I | See footnote (2) |
| Common Stock | 02/02/2006 | S | 200 | D | \$ 48.86 | 1,469,543 | I | See footnote (2) |
| Common Stock | 02/02/2006 | S | 200 | D | \$ 48.94 | 1,469,343 | I | See footnote (2) |
| Common Stock | 02/02/2006 | S | 200 | D | \$ 49.1 | 1,469,143 | I | See footnote (2) |
| Common Stock | 02/02/2006 | S | 200 | D | \$ 49.25 | 1,468,943 | I | See footnote (2) |
| Common Stock | 02/02/2006 | S | 100 | D | \$ 49.48 | 1,468,843 | I | See footnote (2) |
| Common Stock | 02/02/2006 | S | 600 | D | \$ 49.46 | 1,468,243 | I | See footnote (2) |
| Common Stock | 02/02/2006 | S | 1,300 | D | \$ 49.49 | 1,466,943 | I | See footnote |

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| | | | | | | | | | (2) |
|--------------|------------|---|-----|---|----------|-----------|---|--|------------------|
| Common Stock | 02/02/2006 | S | 400 | D | \$ 49.51 | 1,466,543 | I | | See footnote (2) |
| Common Stock | 02/02/2006 | S | 500 | D | \$ 49.59 | 1,466,043 | I | | See footnote (2) |
| Common Stock | 02/02/2006 | S | 900 | D | \$ 49.62 | 1,465,143 | I | | See footnote (2) |
| Common Stock | 02/02/2006 | S | 300 | D | \$ 49.6 | 1,464,843 | I | | See footnote (2) |
| Common Stock | 02/02/2006 | S | 300 | D | \$ 49.65 | 1,464,543 | I | | See footnote (2) |
| Common Stock | 02/02/2006 | S | 300 | D | \$ 49.72 | 1,464,243 | I | | See footnote (2) |
| Common Stock | 02/02/2006 | S | 300 | D | \$ 49.76 | 1,463,943 | I | | See footnote (2) |
| Common Stock | 02/02/2006 | S | 300 | D | \$ 49.86 | 1,463,643 | I | | See footnote (2) |
| Common Stock | 02/02/2006 | S | 200 | D | \$ 49.91 | 1,463,443 | I | | See footnote (2) |
| Common Stock | 02/02/2006 | S | 300 | D | \$ 49.95 | 1,463,143 | I | | See footnote (2) |
| Common Stock | 02/02/2006 | S | 400 | D | \$ 49.96 | 1,462,743 | I | | See footnote (2) |

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

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

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| 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. Transaction Code (Instr. 8) | 5. Number of Derivative 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Goldstein Robert G 3355 LAS VEGAS BOULEVARD SOUTH LAS VEGAS, NV 89109 | | | Senior Vice President | |

Signatures

/s/ Robert G. Goldstein 02/06/2006

__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) By The Robert G. Goldstein Grantor Retained Annuity Trust.
- (2) By The Robert and Sheryl Goldstein Trust DTD 2/21/2003.

Remarks:

2 of 3 Forms 4

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.