

Adelson Miriam
Form 5
February 14, 2007

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Adelson Miriam

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2006

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)

6. Individual or Joint/Group Reporting

(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 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 | 12/13/2006 | Â | G | 582,280 A \$ 0 | 580,280 | I | By Dr. Miriam and Sheldon G. Adelson Charitable Trust ⁽¹⁾ |
| Common Stock | 12/14/2006 | Â | G | 4,253,490 A \$ 0 | 13,692,516 | I | By ESBT S Trust ⁽²⁾ |
| | 12/14/2006 | Â | G | 4,253,490 A \$ 0 | 13,692,516 | I | |

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| | | | | | | | | | |
|--------------|------------|---|---|-----------|---|------|------------|---|---|
| Common Stock | | | | | | | | | By ESBT Y Trust ⁽²⁾ |
| Common Stock | 12/14/2006 | Â | G | 4,253,491 | A | \$ 0 | 13,692,517 | I | By QSST A Trust ⁽²⁾ |
| Common Stock | 12/14/2006 | Â | G | 4,253,490 | A | \$ 0 | 13,692,517 | I | By QSST M Trust ⁽²⁾ |
| Common Stock | 08/31/2006 | Â | G | 5,144,415 | A | \$ 0 | 5,144,415 | I | By Sheldon G. Adelson 2004 Remainder Trust ⁽³⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. 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. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Adelson Miriam 3355 LAS VEGAS BOULEVARD SOUTH LAS VEGAS, NV 89109 | Â | Â X | Â | Â |

Signatures

/s/ Miriam Adelson 02/14/2007

 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) Dr. Adelson is only a trustee and is not a beneficiary of the Dr. Miriam and Sheldon G. Adelson Charitable Trust. Dr. Adelson disclaims beneficial ownership of the shares of common stock owned by the Charitable Trust.

Held by certain subtrusts for which Dr. Adelson acts as a trustee and the beneficiaries of which are her children and/or issue. Each of the
- (2) ESBT S Trust, ESBT Y Trust, QSST A Trust and QSST M Trust is a subtrust under the 2002 Remainder Trust. Dr. Adelson is only a trustee and is not a beneficiary of any of these subtrusts.
- (3) Dr. Adelson is only a trustee and is not a beneficiary of the Sheldon G. Adelson 2004 Remainder Trust.

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.