

LAS VEGAS SANDS CORP  
 Form 4  
 July 01, 2013

**FORM 4**

**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).

**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 \*  
**Kay Kenneth J**

(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)

**06/27/2013**

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)  
**EVP & Chief Financial Officer**

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 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: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	06/27/2013		M		25,000 A \$ 3.18 (3)	25,211	D
Common Stock	06/27/2013		S		25,000 (1) D \$ 52.283 (2)	211	D
Common Stock	06/27/2013		M		25,000 A \$ 4.98 (3)	25,211	D
Common Stock	06/27/2013		S		25,000 (1) D \$ 52.283 (2)	211	D
	06/27/2013		M		75,000 A	75,211	D

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Common Stock					\$ 13.34 (3)		
Common Stock	06/27/2013	S	75,000 (1)	D	\$ 52.283 (2)	211	D
Common Stock	06/27/2013	M	22,000	A	\$ 22.97 (3)	22,211	D
Common Stock	06/27/2013	S	22,000 (1)	D	\$ 52.283 (2)	211	D

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)

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. Amount or Number of Shares
Option (Right to Buy)	\$ 3.18 (3)	06/27/2013		M	25,000	(4) 12/31/2018	Common Stock	25,000
Option (Right to Buy)	\$ 4.98 (3)	06/27/2013		M	25,000	(5) 06/17/2019	Common Stock	25,000
Option (Right to Buy)	\$ 13.34 (3)	06/27/2013		M	75,000	(6) 02/22/2020	Common Stock	75,000
Option (Right to Buy)	\$ 22.97 (3)	06/27/2013		M	22,000	(7) 06/10/2020	Common Stock	22,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kay Kenneth J 3355 LAS VEGAS BOULEVARD SOUTH LAS VEGAS, NV 89109			EVP & Chief Financial Officer	

## Signatures

/s/ Kenneth J.                          07/01/2013  
Kay

\_\_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).
- (1) Shares sold in connection with the exercise of stock options on June 27, 2013.  
This transaction was executed in multiple trades at prices ranging from \$52.20 to \$52.49. 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.
- (2) 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.
- (3) The reporting person was granted options to purchase 100,000 shares on January 1, 2009 that vested in four equal annual installments beginning on January 1, 2010.
- (4) The reporting person was granted options to purchase 100,000 shares on June 18, 2009 that vested in four equal annual installments beginning on June 18, 2010.
- (5) The reporting person was granted options to purchase 300,000 shares on February 23, 2010, of which 75,000 vested on February 23, 2011, February 23, 2012, and February 23, 2013, and 75,000 are scheduled to vest on February 23, 2014.
- (6) The reporting person was granted options to purchase 88,000 shares on June 11, 2010, of which 22,000 vested on June 11, 2011, June 11, 2012, and June 11, 2013, and 22,000 are scheduled to vest on June 11, 2014.

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.