

Kay Kenneth J
 Form 4
 December 01, 2010

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)

11/29/2010

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)
 Executive VP & CFO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/29/2010		M		25,000	A	\$ 5.93
Common Stock	11/29/2010		S		25,000 <u>(1)</u>	D	\$ 50.5016 <u>(2)</u>
Common Stock	11/29/2010		M		25,000	A	\$ 7.73
Common Stock	11/29/2010		S		25,000 <u>(1)</u>	D	\$ 50.5016 <u>(2)</u>

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

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(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. 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)	\$ 5.93	11/29/2010		M	25,000	⁽³⁾ 12/31/2018	Common Stock	25,000
Option (Right to Buy)	\$ 7.73	11/29/2010		M	25,000	⁽⁴⁾ 06/17/2019	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Kay Kenneth J
3355 LAS VEGAS BOULEVARD SOUTH
LAS VEGAS, NV 89109

Executive
VP & CFO

Signatures

/s/ Kenneth J. 11/30/2010
Kay

**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) Shares sold in connection with the exercise of stock options on November 29, 2010.

This transaction was executed in multiple trades at prices ranging from \$50.50 to \$50.51. 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.

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- (3) The Reporting Person was granted options to purchase 100,000 shares on January 1, 2009, of which 25,000 vested on January 1, 2010, and 25,000 will vest on January 1, 2011; 25,000 will vest on January 1, 2012; and 25,000 will vest on January 1, 2013.
- (4) The Reporting Person was granted options to purchase 100,000 shares on June 18, 2009, of which 25,000 vested on June 18, 2010, and 25,000 will vest on June 18, 2011, 25,000 will vest on June 18, 2012; and 25,000 will vest on June 18, 2013.

Remarks:

In addition to the above, Mr. Kay was granted options to purchase 300,000 shares on February 23, 2010 and 88,000 shares on June 11, 2010 which will each vest in equal installments over a four year period from the respective dates of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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