

Kay Kenneth J
 Form 4
 December 17, 2012

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)

12/13/2012

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or Price (D) | | |
| Common Stock | 12/13/2012 | | M | | 25,000 A \$ 4.98 (3) | 25,211 | D |
| Common Stock | 12/13/2012 | | S | | 25,000 (1) D \$ 45.603 (2) | 211 | D |
| Common Stock | 12/13/2012 | | M | | 75,000 A \$ 13.34 (3) | 75,211 | D |
| Common Stock | 12/13/2012 | | S | | 75,000 (1) D \$ 45.603 (2) | 211 | D |
| | 12/13/2012 | | M | | 22,000 A | 22,211 | D |

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| | | | | | | | |
|--------------|------------|--|---|---------------|-----------------|------------------|-------|
| Common Stock | | | | | \$ 22.97 (3) | | |
| Common Stock | 12/13/2012 | | S | 22,000 (1) | D | \$ 45,603 (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) | \$ 4.98 (3) | 12/13/2012 | | M | 25,000 | (4) 06/17/2019 | Common Stock | 25,000 |
| Option (Right to Buy) | \$ 13.34 (3) | 12/13/2012 | | M | 75,000 | (5) 02/22/2020 | Common Stock | 75,000 |
| Option (Right to Buy) | \$ 22.97 (3) | 12/13/2012 | | M | 22,000 | (6) 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.
Kay

12/17/2012

__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 December 13, 2012.

This transaction was executed in multiple trades at prices ranging from \$45.50 to \$45.85. 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.

(3) 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.

(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, June 18, 2011, and June 18, 2012, and 25,000 will vest on June 18, 2013.

(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, and February 23, 2012, and 75,000 will vest on February 23, 2013, and 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, and June 11, 2012, and 22,000 will vest on June 11, 2013, and 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.

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