

LAS VEGAS SANDS CORP

Form 4

July 01, 2013

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

EVP &amp; Chief Financial Officer

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 Indirect Beneficial Ownership (Instr. 4)
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

Edgar Filing: LAS VEGAS SANDS CORP - Form 4

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.

**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.**

SEC 1474  
(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. (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	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.  
Kay

07/01/2013

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 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.

(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 January 1, 2009 that vested in four equal annual installments beginning on January 1, 2010.

(5) 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.

(6) 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.

(7) 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.