

WYNN RESORTS LTD
Form 4
August 08, 2006

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 *
Binion Jack B

(Last) (First) (Middle)

C/O WYNN RESORTS,
LIMITED, 3131 LAS VEGAS
BOULEVARD, SOUTH

(Street)

LAS VEGAS, NV 89109

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WYNN RESORTS LTD [WYNN]

3. Date of Earliest Transaction
(Month/Day/Year)
08/07/2006

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)
Chairman, Wynn Int'l Marketing

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock, par value \$0.01 | 08/07/2006 | | P | 15,430 | A | \$ 68.46 | 1,967,447 D |
| Common Stock, par value \$0.01 | 08/07/2006 | | P | 10,131 | A | \$ 68.45 | 1,977,578 D |
| Common Stock, par value \$0.01 | 08/07/2006 | | P | 1,700 | A | \$ 68.44 | 1,979,278 D |
| Common | 08/07/2006 | | P | 270 | A | \$ | 1,979,548 D |

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| | | | | | | | |
|--------------------------------|------------|---|-------|---|----------|-----------|---|
| Stock, par value \$0.01 | | | | | 68.43 | | |
| Common Stock, par value \$0.01 | 08/07/2006 | P | 300 | A | \$ 68.42 | 1,979,848 | D |
| Common Stock, par value \$0.01 | 08/07/2006 | P | 1,100 | A | \$ 68.41 | 1,980,948 | D |
| Common Stock, par value \$0.01 | 08/07/2006 | P | 2,099 | A | \$ 68.4 | 1,983,047 | D |
| Common Stock, par value \$0.01 | 08/07/2006 | P | 5,850 | A | \$ 68.39 | 1,988,897 | D |
| Common Stock, par value \$0.01 | 08/07/2006 | P | 1,300 | A | \$ 68.38 | 1,990,197 | D |
| Common Stock, par value \$0.01 | 08/07/2006 | P | 1,200 | A | \$ 68.37 | 1,991,397 | D |
| Common Stock, par value \$0.01 | 08/07/2006 | P | 413 | A | \$ 68.36 | 1,991,810 | D |
| Common Stock, par value \$0.01 | 08/07/2006 | P | 2,405 | A | \$ 68.35 | 1,994,215 | D |
| Common Stock, par value \$0.01 | 08/07/2006 | P | 200 | A | \$ 68.34 | 1,994,415 | D |
| Common Stock, par value \$0.01 | 08/07/2006 | P | 700 | A | \$ 68.32 | 1,995,115 | 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.

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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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|------------------------|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|------------------------|

| Derivative Security | Code | V | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | (Instr. 3 and 4) |
|---------------------|------|---|---|-----|------------------|-----------------|-------|----------------------------|------------------|
| | | | (A) | (D) | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Binion Jack B C/O WYNN RESORTS, LIMITED 3131 LAS VEGAS BOULEVARD, SOUTH LAS VEGAS, NV 89109 | | | Chairman, Wynn Int'l Marketing | |

Signatures

/s/ Kimmarie Sinatra, as Attorney-in-Fact for Jack B. Binion 08/08/2006

__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).

Remarks:

This is the second of two forms filed by the reporting person on the same date.

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.