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LAS VEGAS SANDS CORP
Form SC 13G/A
February 14, 2007

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G**

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2) *

LAS VEGAS SANDS CORP.
(Name of Issuer)

COMMON STOCK, \$0.001 PAR VALUE
(Title of Class of Securities)

517834107
(CUSIP Number)

DECEMBER 31, 2006
(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

☐ Rule 13d-1(b)
☐ Rule 13d-1(c)
☒ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which
would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be
deemed to be "filed" for the purpose of Section 18 of the Securities
Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of
that section of the Act but shall be subject to all other provisions of the
Act (however, see the Notes).

**The total number of shares reported herein is 245,006,970 shares which
constitutes approximately 69.1% of the total number of shares outstanding.
All ownership percentages set forth herein assume that there are
354,492,452 shares outstanding. All share amounts set forth herein
represent holdings as of December 31, 2006.

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CUSIP No. 517834107

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1. Name of Reporting Person:

Sheldon G. Adelson

2. Check the Appropriate Box if a Member of a Group:

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization: United States

Number of
shares
Beneficially
Owned By
Each
Reporting
Person
With

5. Sole Voting Power: 184,887,067

6. Shared Voting Power: -0-

7. Sole Dispositive Power: 184,887,067

8. Shared Dispositive Power: -0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

184,887,067

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain shares:
☐

11. Percent of Class Represented by Amount in Row (9): 52.2%

12. Type of Reporting Person: IN

CUSIP No. 517834107

1. Name of Reporting Person:

Miriam Adelson

2. Check the Appropriate Box if a Member of a Group:

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization: United States / Israel

Number of
shares
Beneficially
Owned By
Each

5. Sole Voting Power: -0-

6. Shared Voting Power: 59,914,481

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Reporting Person With	7. Sole Dispositive Power:	-0-
	8. Shared Dispositive Power:	59,914,481

9. Aggregate Amount Beneficially Owned by Each Reporting Person:	59,914,481
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain shares:	<input type="checkbox"/>
11. Percent of Class Represented by Amount in Row (9):	16.9%
12. Type of Reporting Person:	IN

CUSIP No. 517834107

1. Name of Reporting Person:	Charles D. Forman
2. Check the Appropriate Box if a Member of a Group:	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3. SEC Use Only	

4. Citizenship or Place of Organization:	United States
Number of shares Beneficially Owned By Each Reporting Person With	5. Sole Voting Power: 205,422
	6. Shared Voting Power: 59,914,481
	7. Sole Dispositive Power: 205,422
	8. Shared Dispositive Power: 59,914,481

9. Aggregate Amount Beneficially Owned by Each Reporting Person:	60,119,903
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain shares:	<input type="checkbox"/>
11. Percent of Class Represented by Amount in Row (9):	17.0%
12. Type of Reporting Person:	IN

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CUSIP No. 517834107

1. Name of Reporting Person:

Sheldon G. Adelson 2005 Family Trust u/d/t dated April 25, 2005

2. Check the Appropriate Box if a Member of a Group:

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization: Nevada

5. Sole Voting Power: 184,258,765

Number of
shares
Beneficially
Owned By
Each
Reporting
Person
With

6. Shared Voting Power: -0-

7. Sole Dispositive Power: 184,258,765

8. Shared Dispositive Power: -0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

184,258,765

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain shares:
☐

11. Percent of Class Represented by Amount in Row (9): 52.0%

12. Type of Reporting Person: OO

CUSIP No. 517834107

1. Name of Reporting Person:

2002 Remainder Trust

2. Check the Appropriate Box if a Member of a Group:

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization: Nevada

5. Sole Voting Power: 54,770,066

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Number of shares	-----	
Beneficially Owned By Each Reporting Person With	6. Shared Voting Power:	-0-

	7. Sole Dispositive Power:	54,770,066

	8. Shared Dispositive Power:	-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person:		
	54,770,066	

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain shares:	[]	

11. Percent of Class Represented by Amount in Row (9):	15.5%	

12. Type of Reporting Person:	OO	

CUSIP No. 517834107

Item 1(a). NAME OF ISSUER:

Las Vegas Sands Corp. (the "COMPANY").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

3355 Las Vegas Boulevard South
Las Vegas, Nevada 89109

Item 2(a). NAME OF PERSONS FILING:

- (i) Sheldon G. Adelson ("MR. ADELSON");
- (ii) Dr. Miriam Adelson ("DR. MIRIAM ADELSON");
- (iii) Charles D. Forman ("MR. FORMAN");
- (iv) Sheldon G. Adelson 2005 Family Trust u/d/t dated April 25, 2005 (the "FAMILY TRUST")
- (v) 2002 Remainder Trust (the "2002 REMAINDER TRUST" and collectively with the persons listed in (i) through (iv) above, the "REPORTING PERSONS").

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE:

The address of the principal offices of (i) Mr. Adelson, (ii) Dr. Miriam Adelson, (iii) the Family Trust and (iv) the 2002 Remainder Trust is:

c/o Las Vegas Sands Corp.
3355 Las Vegas Boulevard South
Las Vegas, Nevada 89109

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The address of the principal business office of Mr. Forman is:

300 First Avenue
Needham, Massachusetts 02494

Item 2(c). CITIZENSHIP:

See item 4 of each Reporting Person's cover page.

Item 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, \$0.001 par value per share, of the Company (the "COMMON STOCK").

Item 2(e). CUSIP NUMBER:

517834107

Item 3. Not Applicable.

Item 4. OWNERSHIP.

CUSIP No. 517834107

(a) AMOUNT BENEFICIALLY OWNED:

Incorporated by reference from item 9 of the cover page of each Reporting Person.

(b) PERCENT OF CLASS:

Incorporated by reference from item 11 of the cover page of each Reporting Person.

(c) NUMBER OF SHARES TO WHICH EACH REPORTING PERSON HAS:

Incorporated by reference from items 5-8 of the cover page of each Reporting Person.

Mr. Adelson directly owns 100 shares of Common Stock and 45,922 shares of Common Stock currently issuable upon the exercise of vested options.

Mr. Forman directly owns 202,082 shares of Common Stock and 3,340 shares of Common Stock currently issuable upon the exercise of vested options..

The Family Trust directly owns 184,258,765 shares of Common Stock.

Mr. Adelson, as sole trustee of the Family Trust, retains sole voting and dispositive power over the 184,258,765 shares owned by the Family Trust.

Mr. Adelson and Dr. Miriam Adelson are co-trustees of the Dr. Miriam and Sheldon G. Adelson Charitable Trust (the "CHARITABLE TRUST"). The Charitable Trust directly owns

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582,280 shares of Common Stock. Mr. Adelson retains sole voting and dispositive power over the 582,280 shares of Common Stock owned by the Charitable Trust. Mr. Adelson and Dr. Miriam Adelson disclaim beneficial ownership of the Common Stock owned by the Charitable Trust.

The 2002 Remainder Trust directly owns 54,770,066 shares of Common Stock.

Dr. Miriam Adelson and Mr. Forman are co-trustees of the 2002 Remainder Trust and four separate Adelson family trusts established under the trust document for the 2002 Remainder Trust. The four trusts directly own 54,770,066 shares of Common Stock. Dr. Miriam Adelson and Mr. Forman share voting and dispositive power over such shares of Common Stock as co-trustees of such trusts. Mr. Forman disclaims beneficial ownership of the Common Stock owned by such trusts.

Dr. Miriam Adelson and Mr. Forman are co-trustees of the Sheldon G. Adelson 2004 Remainder Trust (the "2004 REMAINDER TRUST"). The 2004 Remainder Trust directly owns 5,144,415 shares of Common Stock. Dr. Miriam Adelson and Mr. Forman share voting and dispositive power over such shares of Common Stock as co-trustees of the 2004 Remainder Trust.

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Mr. Forman disclaims beneficial ownership of the Common Stock owned by the 2004 Remainder Trust.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not Applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not Applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED BY THE PARENT HOLDING COMPANY.

Not Applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

The Reporting Persons listed on Exhibit 2 could be deemed to be members of a group. However, the Reporting Persons disclaim membership in a group.

Item 9. NOTICE OF DISSOLUTION OF A GROUP.

Not Applicable.

Item 10. CERTIFICATION.

Not Applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2007

2002 REMAINDER TRUST

By: /s/ Dr. Miriam Adelson

Dr. Miriam Adelson, Trustee

By: /s/ Charles D. Forman

Charles D. Forman, Trustee

SHELDON G. ADELSON 2005 FAMILY
TRUST U/D/T DATED APRIL 25, 2005

By: /s/ Sheldon G. Adelson

Sheldon G. Adelson, Trustee

/s/ Dr. Miriam Adelson

Dr. Miriam Adelson

/s/ Charles D. Forman

Charles D. Forman

/s/ Sheldon G. Adelson

Sheldon G. Adelson