

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>WYNN STEPHEN A</u> (Last) (First) (Middle) <u>C/O WYNN RESORTS, LIMITED</u> <u>3131 LAS VEGAS BOULEVARD SOUTH</u> (Street) <u>LAS VEGAS</u> <u>NV</u> <u>89109</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WYNN RESORTS LTD</u> [<u>WYNN</u>] 3. Date of Earliest Transaction (Month/Day/Year) <u>08/14/2009</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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, par value \$0.01	08/14/2009		S		1,401,805	D	\$56.2106	22,751,612	D	
Common Stock, par value \$0.01	08/14/2009		S		259,980	D	\$58.2888 ⁽¹⁾	22,491,632	D	
Common Stock, par value \$0.01	08/14/2009		S		243,234	D	\$59.0332 ⁽²⁾	22,248,398	D	
Common Stock, par value \$0.01	08/14/2009		S		94,981	D	\$60.1264 ⁽³⁾	22,153,417	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>WYNN STEPHEN A</u> (Last) (First) (Middle) <u>C/O WYNN RESORTS, LIMITED</u> <u>3131 LAS VEGAS BOULEVARD SOUTH</u> (Street) <u>LAS VEGAS</u> <u>NV</u> <u>89109</u> (City) (State) (Zip)	1. Name and Address of Reporting Person* <u>WYNN ELAINE P</u> (Last) (First) (Middle) <u>C/O WYNN RESORTS, LIMITED</u> <u>3131 LAS VEGAS BOULEVARD SOUTH</u> (Street) <u>LAS VEGAS</u> <u>CA</u> <u>89109</u> (City) (State) (Zip)
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Explanation of Responses:

1. Represents the weighted average price of multiple transactions with a range of prices between \$57.97 and \$58.64. The reporting person, upon request by the staff of the SEC, Wynn Resorts, Limited or by a security holder of Wynn Resorts, Limited, undertakes to provide further information regarding the number of securities purchased at each separate price.
2. Represents the weighted average price of multiple transactions with a range of prices between \$58.65 and \$59.64. The reporting person, upon request by the staff of the SEC, Wynn Resorts, Limited or by a security holder of Wynn Resorts, Limited, undertakes to provide further information regarding the number of securities purchased at each separate price.
3. Represents the weighted average price of multiple transactions with a range of prices between \$59.65 and \$60.64. The reporting person, upon request by the staff of the SEC, Wynn Resorts, Limited or by a security holder of Wynn Resorts, Limited, undertakes to provide further information regarding the number of securities purchased at each separate price.

Remarks:

Elaine P. Wynn is a director of Wynn Resorts, Limited. Mrs. Wynn is married to Stephen A. Wynn, and for Section 16 purposes, may be deemed to have indirect beneficial ownership of the shares owned by Mr. Wynn.

<u>/s/ Kevin Tourek, attorney-in-fact for Stephen A. Wynn /s/ Kevin Tourek, attorney-in-fact for Elaine P. Wynn</u>	<u>08/18/2009</u>
<u>Kevin Tourek, attorney-in-fact for Elaine P. Wynn</u>	<u>08/18/2009</u>

** Signature of Reporting Person	Date
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

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

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 Number.