

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <u>Whittemore Ellen F</u>  (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 <u>WYNN RESORTS LTD [ WYNN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP and General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/12/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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 per share	01/12/2023		A		7,556 <sup>(1)</sup>	A	\$0	63,359	D	
Common Stock, par value \$0.01 per share	01/12/2023		A		9,235 <sup>(2)</sup>	A	\$0	72,594	D	
Common Stock, par value \$0.01 per share	01/14/2023		F		1,410 <sup>(3)</sup>	D	\$100.25	71,184	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)
				Code	V		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Restricted shares of common stock, par value \$0.01 per share, of Wynn Resorts, Limited (the "Company") granted pursuant to the Company's Amended and Restated 2014 Omnibus Incentive Plan (the "Plan"). Vesting of the shares is conditioned on continued service through January 12, 2026, with 1/3 of the shares vesting on each of the three consecutive anniversary dates from the date of grant; provided that if the reporting person's employment with the Company is terminated, certain accelerated vesting provisions may apply.
- Restricted shares of common stock, par value \$0.01 per share, of the Company granted pursuant to the Plan. Vesting of the shares is based on achievement of pre-established financial performance goals in each of the years ended December 31, 2023, 2024 and 2025, and if met, 1/3 of the shares will vest on each of the dates of February 28, 2024, 2025 and 2026; provided that if the reporting person's employment with the Company is terminated, certain accelerated vesting provisions may apply.
- Shares withheld to satisfy tax withholding obligation upon vesting of restricted stock previously granted on January 14, 2020.

**Remarks:**

/s/ Nicholas Pannucci,  
attorney-in-fact for Ellen F. Whittemore      01/17/2023  
 \*\* Signature of Reporting Person      Date

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.

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