

**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> <hr/> (Last) (First) (Middle) <u>C/O WYNN RESORTS, LIMITED</u> <u>3131 LAS VEGAS BOULEVARD SOUTH</u> <hr/> (Street) <u>LAS VEGAS NV 89109</u> <hr/> (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Chief Executive Officer / WFLP is member of 10% owner
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/11/2016</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	04/11/2016		J <sup>(1)</sup>		20,302	A	\$98.78 <sup>(2)</sup>	12,020,302	I	By Wynn Family Limited Partnership
Common Stock, par value \$0.01 per share	04/11/2016		J <sup>(3)</sup>		52,549	A	\$98.78 <sup>(2)</sup>	12,072,851	I	By Wynn Family Limited Partnership

**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)		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	(A)	(D)					

1. Name and Address of Reporting Person\*  
WYNN STEPHEN A  


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 (Last) (First) (Middle)  
C/O WYNN RESORTS, LIMITED  
3131 LAS VEGAS BOULEVARD SOUTH  


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 (Street)  
LAS VEGAS NV 89109  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Wynn Family Limited Partnership  


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 (Last) (First) (Middle)  
C/O WYNN RESORTS, LIMITED  
3131 LAS VEGAS BOULEVARD SOUTH  


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 (Street)  
LAS VEGAS NV 89109  


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 (City) (State) (Zip)

(City)

(State)

(Zip)

**Explanation of Responses:**

1. Reflects a substitution of cash for shares held by a trust previously established by Mr. Wynn, in accordance with the asset substitution provisions of that trust.
2. Reflects closing price of the Company's common stock on the business day immediately preceding the transaction date, which price was used for valuing the transferred shares for purposes of the asset substitution provisions referenced in items (1) and (3).
3. Reflects a substitution of cash for shares held by a trust previously established by Mr. Wynn, in accordance with the asset substitution provisions of that trust.

**Remarks:**

[/s/ Kevin Tourek, Attorney-in-Fact for Stephen A. Wynn](#) [04/13/2016](#)

[/s/ Kevin Tourek, Attorney-in-Fact for Wynn Family Limited Partnership](#) [04/13/2016](#)

\*\* 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.

**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.**