

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 3131 LAS VEGAS</u> (Street) <u>LAS VEGAS NV 89109</u> (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 type="checkbox"/> Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/13/2009</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01	04/13/2009		G ⁽¹⁾		145,881	A	\$0.00	24,153,417	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)		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
 (Last) (First) (Middle)
C/O WYNN RESORTS, LIMITED 3131 LAS VEGAS
 (Street)
LAS VEGAS NV 89109
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
WYNN ELAINE P
 (Last) (First) (Middle)
C/O WYNN RESORTS, LIMITED 3131 LAS VEGAS BOULEVARD SOUTH
 (Street)
LAS VEGAS NV 89109
 (City) (State) (Zip)

Explanation of Responses:

1. On April 13, 2009, two 5-year Grantor Annuity Trusts (the "Trusts") that Mr. Stephen A. Wynn and his wife, Mrs. Elaine P. Wynn, had previously established transferred 145,881 shares of Wynn Resorts, Limited common stock to Mr. Wynn pursuant the Trusts' governing documents.

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.

/s/ Kevin Tourek, attorney-in- 04/14/2009

[fact for Stephen A. Wynn](#)

[/s/ Kevin Tourek, attorney-in-](#)

[fact for Elaine Wynn](#)

[04/14/2009](#)

** 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.